MARVEL

SPIDER-MAN

WEBSPINNERS

THE COMPLETE COLLECTION

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INTRODUCTION

BY RALPH MACCHIO

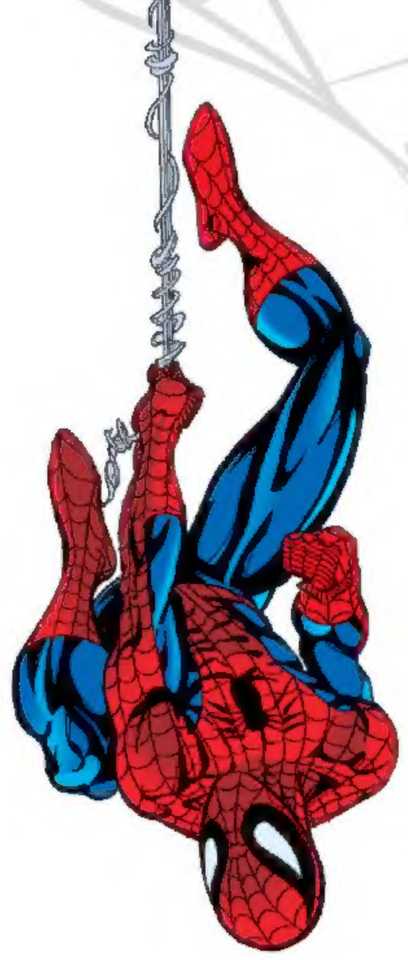
During the 1990s, I had the rare privilege of editing the entire *Spider-Man* line of titles. Once we had successfully completed the long-running "Clone Saga," it was time to think about where we wanted to go with the existing titles and what new ones might work. One idea that really struck my fancy was to be titled *Webspinners: Tales of Spider-Man*. While the Big Events in Peter Parker's life would be contained within the four main Spider-Books, *Webspinners* would focus on truly unusual stories wherein we could probe into the lives and motivations of the Spider-Man's rogues' gallery. And we might even bring in some bashful baddies who came from other corners of the Marvel Universe. The series, as I envisioned it, would primarily tell untold stories from the past, though I didn't feel strictly bound to that. A variety of writers and pencilers who would get the chance to strut their stuff in self-contained stories, freed from the constraints of the mainstream *Spider-Man* books. The result of that undertaking is a series I am extremely proud to have been associated with. You now hold all 18 issues of its much-lauded run in your hands.

Let me go through some of the highlights before you dip into the goodies. The first three issues really set the creative tone. J.M. DeMatteis, one of the regular Spider-Man writers, brilliantly examined the twisted mind of Mysterio to an extent never done. For the art, we called in a man who had no prior association with the *Spider-Man* titles: the incredibly talented Michael Zulli. I was ecstatic with the result of DeMatteis and Zulli's pairing. They delivered a complex tale rich with emotional resonance and characterization. And Zulli's unique interpretation of Spider-Man and his world was one for the books. Looking back on those issues today still makes me shake my head in wonder. Your heart will be touched by the journey into Quentin Beck's childhood. You'll see sides of Mysterio you never imagined. This was the series that would get people talking. And it did.

The next three-part saga came about as the result of something that had bugged me as a Marvel fan for a long time. The final issue of the first *Silver Surfer* series, *#18*, published in the late 1960s, had a spectacular last page by Jack Kirby where a furious Surfer, fed up with mankind, is ready to lash out and wreak havoc. I couldn't wait to see where that vow would be followed up, except it never was. So, to bring closure to that unfinished tale, I enlisted the terrifically talented duo of writer Eric Stephenson and penciler Keith Giffen. I put a note on the first page that indicated this issue of *Webspinners* occurred shortly after the events in that last issue of *Silver Surfer*. Because we were getting into the cosmic end of the Marvel mythos, we went all out and included two of my favorite Fantastic Four menaces: Psycho-Man and Annihilus, the Living Death that Walks. And if you know any super villain with a better tagline than that, let me know. Now, I always considered Spidey a New York-centric character, but Eric and Keith made him work beautifully in this spacefaring story. And that's not an easy thing to accomplish. Spider-Man must be central to the action and not overshadowed by all the cosmic madness around him. And, of course, we explained why the Surfer never went on his threatened rampage. Question posed and satisfyingly answered. I like that.

We followed that truly atypical outing with a trio of tales featuring the sinister Sandman, by Joe Kelly, Bart Sears and Andy Smith. This was another blast into the past as our ace creative team took us back to the seminal high school days of young Peter Parker and his senior prom. Lots of wonderful scenes between Peter, his nemesis Flash Thompson and love interests Betty Brant and Liz Allan, proving there was still much to mine from those halcyon days. And the sobering glimpse into the private life of top jock Flash is chilling. These issues also remind us of how really unpleasant Peter's high school experiences were and how starkly they must have mirrored the lives of many of the teenaged readers of the day. Our poor hero just couldn't catch a break in any era.

We continue with yet another three-part serial conceived by Paul Jenkins, a very talented gent with whom I had worked on a *Werewolf by Night* series. In fact, many of our discussions prior to Paul scripting that series involved how to populate Jack Russell's world with a cast as memorable as Spider-Man's. He came aboard joined by top penciler Sean Philips, who had been itching to take a crack at our friendly neighborhood fella for a while. Paul gave us a marvelous tale that returned Spidey's very first costumed opponent from way back: the faceless Chameleon. I can't say enough good things about this story. It exceeded my high expectations by a mile. Jenkins went deep into the warped psyche of this always elusive villain. Furthermore, an old wound was ripped open as Peter Parker was forced to confront his own haunted



past: the death of the much-mourned Gwen Stacy. The reader is taken on an emotional roller coaster of conflicting feelings and thoughts where Spider-Man and his longtime enemy psychologically shred each other until arriving at an absurd, though utterly fitting conclusion. Once again, I was thrilled to see *Webspinners* live up to its mission statement.

The next entry is a two-part piece written by *Spider-Man* scribe Howard Mackie, the man who wrote the all-important conclusion to the "Clone Saga" in *Peter Parker #75*. Howard and I had a mutual fascination with the great Fantastic Four villain Blastaar the Living Bomb-Burst. Love those taglines. There was something about the arrogant look of that lion's-mane head, his stunning brutality and most of all the awesome explosive power emanating from his lethal hands. We had agreed that if the chance ever came up to use our Negative Zone-dwelling nasty in all of his glory, we'd do it. Then *Webspinners* happened and we had our vehicle. Plus, we corralled artist Graham Nolan, who knows a thing or two about drawing Marvel-style action sequences. No heavy character exploration this time out, just Blastaar rampaging around, having his power amped up so he could even explode a planet. We even threw the insane Spidey villain Carnage in for good measure. Ya just gotta love it. And we did.

We wind up this stellar run of *Webspinners* with a couple of two-part tales that will hit you where you live. Rurik Tyler is an all-around talent; he both writes and draws--very well. Here, he delivers the goods with a wild Vulture story that has the evil avian up to more than his old tricks. Sure, he still sweeps out of the sky to swoop up his ill-gotten goods, but he does something more: He kidnaps a young girl and threatens her life. That single act moves the story to another level entirely. Rurik was up to the task, however, and it's maddeningly nail-biting as to whether or not our hero will actually be able to save the child's life. And with Mr. Tyler handling the art chores, as well, that meant there would be no disconnect between what the writer wanted and the penciler delivered. Incidentally, it made my life as editor a lot easier.

Tom DeFalco has done it all. He's been Marvel's editor in chief and was also a former *Spider-Man* editor and writer. In the final *Webspinners* entry, he teams with longtime collaborator, penciler Ron Frenz, as they bring back one of the great creations from their days on *Amazing Spider-Man*: the mercenary Silver Sable. I worked with Tom and Ron for years on both the *Thor* title and its follow-up, *Thunderstrike*. I always had a ball with those guys. We just seemed on the same page about what made a good Marvel comic. In these final two *Webspinners* installments, they threw everything into the mix, including the Rhino, Sandman, Beetle and even old Doctor Octopus himself. This is a fast-moving tale of international intrigue that signs off our 18-issue series on a real high note. I couldn't have asked for a more capable team to finish things up. I was pleased with every issue of this title. Each one brought something unique and compelling to the reader. Now, with the chance to look back on it all, I definitely had reason to be happy.

Wait--we're not done yet, True Believer. Around the same time as *Webspinners* was spinning its web, Marvel was also publishing a quarterly black-and-white anthology comic, *Shadows & Light*. Edited by a former assistant editor of mine, Joe Andreani, the book featured a variety of timeless tales by many of Marvel's top talents. One, by writer Marc Andreyko, penciled by Jill Thompson, is a charming homage to Peter's high school days, with a nice edge to it. The other is a contemporary tale by triple-threat Keith Giffen, who pits the web-slinger against the minions of A.I.M., in his own inimitable style. Something that sets this book apart is the black-and-white medium, allowing for tone and wash to give the art a look you just don't get in the four-color funnies.

So, there you have it. You'll soon be sampling an extraordinary collection of stories crafted as labors of love by all concerned. You can read them in sequence or pick and choose the ones that grab your attention. Eventually, I guarantee you'll read them all. They're just too good. And if you plan on starting at the beginning, you're just in time. The curtain is parting on the eerie smoke and mirrors world of that master illusionist, the magnificent Mysterio. He'll give you your money's worth. And then some.

Enjoy,

Ralph Macchio

RALPH MACCHIO

Ralph Macchio spent over 35 years at Marvel, starting as an assistant editor and later writing Avengers, Thor *and many others. As editor, he oversaw books across the Marvel line, including shepherding the Ultimate line into existence, and editing all of Stephen King's Marvel adaptations.*

MARVEL® COMICS

1ST SPECTACULAR ISSUE!

JAN 1999

APPROVED BY THE COMICS CODE AUTHORITY

WEBSPINNERS™

TALES OF SPIDER-MAN®

FEATURING: The MONSTROUS MENACE of MYSTERIO!™

WWW.MARVEL.COM

ONCE UPON A TIME...

BOK

...IN NEW YORK CITY...

...A TEENAGER NAMED **PETER PARKER** WAS BEATING THE TAR OUT OF A GUY NAMED **JOE SMITH.**

PETER WAS A BOOKISH LITTLE NERD WHO GOT HIMSELF NIBBLED ON BY A RADIOACTIVE SPIDER. JOE WAS A DOWN-ON-HIS-LUCK STUNT MAN WHO HAPPENED TO STEP INTO A PUDDLE OF ELECTRIFIED CHEMICALS.

PATOM

THE SPIDER'S BITE TURNED PETER INTO A RELUCTANT SUPER HERO.

THE PUDDLE TURNED JOE INTO A SUPER-POWERED **NUT-JOB.**

WELL? HAD **ENOUGH,** BIG FELLA?

SLAM

THE **SPOTS!**

THE GOOD NEWS FOR JOE WAS THIS:

HIS CONDITION WAS ONLY TEMPORARY.

I DON'T **SEE** 'EM NO MORE! AND -- I FEEL JUST LIKE I ALWAYS **USED** TO --!!

THE BAD NEWS FOR PETER WAS THIS :

WHAT'S GOIN' ON IN HERE? WE HAD A REPORT OF A FIGHT!

HIS CONDITION WASN'T.

I-I DIDN'T MEAN TO CAUSE ANY TROUBLE!

NO-- NEITHER DID KING KONG!

AS HE SKITTERED AWAY, LEAVING JOE AND HIS MANAGER TO TALK THEIR WAY OUT OF TROUBLE.

...THE TEENAGED SPIDER-MAN COULDN'T HELP BUT PONDER A WORLD WHERE EVERY-BODY SEEMED TO GET THE BIG BREAKS...

...EXCEPT HIM.

LET'S FACE IT: IT'S DIFFICULT ENOUGH BEING A TEENAGER UNDER THE **BEST** OF CIRCUMSTANCES. YOUR HORMONES **ALONE** MAKE IT HARD TO GET OUT OF BED IN THE MORNING.

BUT FACTOR IN A DOUBLE-LIFE AS NEW YORK'S MOST REVILED WEB-SLINGER...

...AND YOU'VE GOT THE MAKINGS OF ADOLESCENT ANGST THAT'S OFF THE **SCALE.**

PETER WAS IN HIS FRESH-MAN YEAR AT COLLEGE THEN-- A SCIENCE MAJOR AT EMPIRE STATE. HE WASN'T A VERY POPULAR KID BACK IN HIGH SCHOOL...

...BUT THOSE FIRST MONTHS AT ESU MADE HIM PINE FOR THE DAYS WHEN THE ONLY THING HE HAD TO WORRY ABOUT WAS MUSCLE-HEAD **FLASH THOMPSON.**

NOW, IT SEEMED, HE HAD AN **ENTIRE UNIVERSITY** FULL OF FLASHES... EACH ONE DETERMINED TO EITHER IGNORE OR HUMIL-IATE HIM.

SOMETIMES IT SEEMED THAT THE ONLY FRIEND HE HAD IN THE WORLD WAS HIS **AUNT MAY.** AND, AS MUCH AS HE LOVED HER (AND HE **DID** LOVE HER, WITH ALL HIS HEART)...

PETER, DEAR-- IS THAT YOU?

...HE WAS IN DESPERATE NEED OF THE COMPANY OF SOMEONE YOUNGER THAN **SEVENTY.**

SORRY I'M LATE, AUNT MAY-- BUT I'VE ALREADY HAD DINNER.

SHALL I HEAT A GLASS OF WARM MILK FOR YOU, DEAR?

HE'D HAD A GIRLFRIEND, **BETTY BRANT**-- THE ONE PERSON IN ALL THE WORLD WHO SEEMED TO REALLY UNDERSTAND HIM-- BUT THEY'D HAD A SERIOUS FALLING-OUT.

TUBE'S ON THE FRITZ AGAIN!

JUST **KICK** IT A FEW TIMES, DEAR. THAT ALWAYS SEEMS TO DO THE TRICK.

THERE WAS A GIRL AT SCHOOL HE WAS VAGUELY INTERESTED IN-- BUT IT SEEMED **GWEN STACY** COULDN'T STOMACH BEING IN THE SAME **ROOM** WITH PETER.

THE IDEA OF HER ACTUALLY GOING OUT ON A **DATE** WITH HIM WAS UTTERLY RIDICULOUS!

LEMME JUST FIDDLE WITH IT A LITTLE BIT AND--

AND IN **OTHER** NEWS--

AH! THERE'S THE **SOUND**-- AND THE PICTURE SHOULD COME ON IN JUST A SECOND!

KLIK

--IT HAS JUST BEEN ANNOUNCED THAT **JOE SMITH** HAS SIGNED A FIVE YEAR CONTRACT WITH THE INTERNATIONAL BROADCASTING NETWORK--

--TO STAR IN A NEW SUPER-HERO SERIES! MR. SMITH, A VIRTUAL UNKNOWN UNTIL RECENTLY, WAS REPORTED TO HAVE FOUGHT **SPIDER-MAN** HIMSELF TO A STANDSTILL!

THAT TAKES THE CAKE! NOT ONLY WILL HE BECOME A BIG **STAR** NOW-- BUT **I'LL** SEEM WORSE THAN EVER!

WHAT'S *THAT*, PETER?

NOTHING--

I'M TOO TIRED TO WATCH THE REST OF THE NEWS, AUNT MAY. I'LL SAY GOOD NIGHT TO YOU NOW.

SLEEP WELL, PETER DEAR. I'M GLAD YOU TURNED OFF THE TV. SOME OF THOSE NEWS ITEMS CAN GIVE A BODY **NIGHTMARES!**

NOT MUCH OF A CHANCE OF THAT IN *MY* CASE.

I ONLY HAVE THEM WHEN I'M **AWAKE.**

OKAY, I'LL ADMIT THAT IT WAS A LITTLE **MELODRAMATIC**-- BUT AT THAT AGE THE WHOLE **WORLD** IS CHARGED WITH MELODRAMA.

AND, CONSIDERING WHAT **HAPPENED** NOT LONG AFTERWARDS...

...I WASN'T FAR FROM WRONG.

STAN LEE PRESENTS

WEBSPINNERS
TALES OF SPIDER-MAN

by

JOHN MARC DEMATTEIS & MICHAEL ZULLI

PART ONE :

CRASH AND BURN

"...AS DREAMS ARE MADE ON..."

HERE LIES
J. JONAH
JAMESON

BILL OAKLEY
LETTERS

*

CHRISTIE SCHEELE
COLORS

*

RALPH MACCHIO
EDITOR

*

BOB HARRAS
EDITOR IN CHIEF

DEDICATED, WITH INEXPRESSIBLE GRATITUDE, TO THE MASTERS : *STAN 'N' STEVE!*

THAT'S RIGHT. I SAID "I WASN'T FAR FROM WRONG." ME. PETER PARKER.

I WAS GONNA TRY AND PULL THIS WHOLE THING OFF BY PLAYING THE OMNISCIENT NARRATOR-- BUT TALKING ABOUT MYSELF IN THE THIRD PERSON WAS GETTING KIND OF WEIRD.

SO, IF YOU DON'T MIND, I'LL JUST TELL YOU THE STORY THE SAME WAY I'D TELL IT TO AN OLD FRIEND--

--AND WE *ARE* OLD FRIENDS-- *AREN'T* WE?

Y'KNOW, I LOOK AT THIS RAMSHACKLE HOUSE IN FOREST HILLS-- THE PLACE I GREW *UP* IN-- AND I COULDN'T KEEP THE MEMORIES BACK IF I *TRIED*.

MEMORIES OF FRESHMAN YEAR... AUNT MAY DOTING OVER ME-- AND HER BEST FRIEND, ANNA WATSON, ALWAYS TRYING TO FIX ME UP WITH HER NIECE--

--WHO, I WAS CONVINCED, WAS AN ABSOLUTE *DOG*. WHICH SHOWS HOW *FUNNY* LIFE IS.

*BUT IT DIDN'T SEEM SO FUNNY **THEN**.*

IT WAS A FRIDAY AFTERNOON-- A FEW DAYS AFTER THE JOE SMITH INCIDENT-- AND I WAS DEPRESSED BEYOND CONCEPTION: AUNT MAY AND MRS. WATSON HAD GONE OFF TO PLAY BINGO... AND I WAS BUSY PLAYING JUNIOR CHEMIST.

*WHENEVER I WAS DOWN IN THE DUMPS I'D BREAK OUT THE CHEMISTRY SET **UNCLE BEN** GAVE ME FOR MY SIXTH BIRTHDAY.*

I USED TO SPEND HOURS ON END WITH IT WHEN I WAS LITTLE ... AND IT GAVE ME A STRANGE SENSE OF SECURITY TO BE STINKING UP THE ATTIC WITH ALL THOSE WONDERFULLY NOXIOUS BREWS.

*BUT, THAT NIGHT, AS I MIXED UP A NEW BATCH OF **WEB FLUID**, I WASN'T REALLY CONCENTRATING ON WHAT I WAS DOING. I WAS THINKING ABOUT BETTY AND GWEN AND FLASH... THAT MISERABLE SKINFLINT **JONAH JAMESON**... AND WISHING I COULD WEB MYSELF UP IN A COZY COCOON AND JUST *STAY* IN THERE FOR, OH, A DECADE.*

KA-WAM

OR TWO.

MY HAIR AND CLOTHES WERE SINGED. THERE WAS STICKY GUNK EVERYWHERE. THE ROOM SMELLED LIKE A HERD OF DEAD ELEPHANTS WERE ROTTING IN THE WALLS.

PRETTY MUCH BUSINESS AS USUAL FOR PETER PARKER, BOY LOSER. AT LEAST, I THOUGHT, IT CAN'T GET ANY WORSE.

PETER...?

THEN AUNT MAY CAME HOME.

SO I DID WHAT I ALWAYS DID WHERE AUNT MAY WAS CONCERNED:

OH, NO!

I PANICKED.

WIPE!! WIPE

I WAS CERTAIN THAT SHE'D COME BURSTING INTO THE ROOM, SEE THE WEB FLUID SPATTERED EVERYWHERE, SHOUT "MERCIFUL HEAVENS! MY NEPHEW IS SPIDER-MAN!"...

...AND THEN KEEL OVER AND COLLAPSE, DEAD, ON THE FLOOR FROM THE SHOCK.

SO MAY CAME CREAKING UP THE STAIRS -- AND I RACED, LIKE A FOUR-EYED MADMAN, AROUND THE ATTIC, DOING WHAT I COULD TO CLEAN UP AN UNCLEANABLE MESS.

(THE TRUTH IS, AS MUCH AS I HATED THE FACT THAT AUNT MAY WAS THE MOST OVERPROTECTIVE WOMAN ON EARTH -- I WAS JUST AS OVERPROTECTIVE WHERE **SHE** WAS CONCERNED. IT TOOK ME YEARS TO REALIZE JUST HOW STRONG, HOW **RESILIENT**, SHE REALLY WAS.)

PETER!

OH... uh, HI, AUNT MAY! I... ah... DIDN'T HEAR YOU COME IN!

WHAT IN THE **WORLD** HAPPENED IN HERE?!

HAPPENED? OH, NOTHING. JUST... A LITTLE SCIENCE EXPERIMENT. YOU KNOW, FOR *SCHOOL*? THINGS GOT A LITTLE OUT-OF-CONTROL FOR A MINUTE, BUT I'VE GOT IT ALL--

MY GOODNESS, PETER--ARE YOU ALL *RIGHT*? DID YOU *HURT* YOURSELF? WERE YOU CUT BY ANY *FLYING GLASS*?

SHOVE

WIPE WIPE

I'M *FINE*, AUNT MAY. JUST HAD THE *WIND* KNOCKED OUT OF ME--

I THINK WE SHOULD GET YOU TO THE *EMERGENCY ROOM* RIGHT AWAY.

I DON'T NEED TO GO TO THE *HOSPITAL*! IT'S THE *ATTIC* THAT NEEDS A DOCTOR!

OH... WHO *CARES* WHAT HAPPENS TO THIS MUSTY OLD ATTIC! IT'S *YOU* I'M CONCERNED ABOUT!

I'LL RUN A BATH FOR YOU... SO WE CAN GET YOU CLEANED UP... THEN I'LL CALL *DOCTOR BROMWELL*, JUST IN CASE--

BUT, AUNT MAY, I--

WHEN I THINK OF HOW YOU COULD HAVE *HURT* YOURSELF! WHY, PETER, YOU MIGHT HAVE BEEN *KILLED*!

WIPE WIPE

AUNT MAY, NO ONE'S EVER BEEN KILLED BY A TWELVE DOLLAR CHEMISTRY SET!

MAYBE NOT *YET*!

I WAS AS EMBARRASSED AS I WAS RELIEVED. WHY, I WONDERED, DID SHE ALWAYS HAVE TO FUSS OVER ME SO?

plink

WHY DID SHE HAVE TO TREAT ME LIKE A *BABY* ALL THE TIME?

LOOKING BACK, I CAN SEE THAT IT GAVE HER *COMFORT* TO FUSS. MADE HER HAPPY. I THINK SHE KNEW, IN HER HEART OF HEARTS, THAT I COULD TAKE CARE OF MYSELF...

... BUT ALL THAT WORRYING WAS AS MUCH FOR *HER* AS IT WAS FOR ME. IT WAS MAY'S WAY OF SAYING, "I LOVE YOU, PETER, AND I DON'T KNOW WHAT I'D DO WITHOUT YOU."

BUT I COULDN'T REALLY SEE IT THEN. I JUST FELT UTTERLY...

ploot

...HUMILIATED.

AND, IN A CRUMMY LITTLE HOTEL IN LOWER MANHATTAN...

...A MAN NAMED QUENTIN BECK...

...WAS FEELING EQUALLY HUMILIATED.

LOOK, HARRY, LOOK-- I DON'T WANT A HANDOUT... I WANT A JOB!

I'M GOOD AT WHAT I DO! YOU KNOW THAT!

NAME ME ONE SPECIAL EFFECTS MAN BETTER THAN ME! JUST ONE!

SHOW BIZ! THIS WEEK with MARY FRONTAGE GRANT PILLAR

CHECK OUT 12:00

WEEKLY AND MONTHLY RATES AVAIL.....

PROPERTY OF QUENTIN BECK

OKAY... NAME ME TWO!

THAT'S NOT THE POINT, HARRY! WE GO BACK A LONG WAYS! I WAS JUST A KID WHEN I STARTED WORKING FOR YOU! REMEMBER HOW WE ANIMATED THAT SEVEN-HEADED MARTIAN FOR "INVASION OF THE GREEN SLIME PEOPLE"? WASN'T THAT THE BE--

YEAH, YEAH. SURE. I UNDERSTAND. THEY THINK I'M UNRELIABLE. THEY THINK I'M SOME KINDA NUT. THEY--

OKAY, HARRY. YOU TAKE CARE OF YOURSELF. SURE, SURE.

ANY TIME.

BEFORE HE'D GONE OFF TO JAIL--AND I'LL TELL YOU MORE ABOUT THAT **LATER**-- BECK HAD BEEN FAIRLY SUCCESSFUL IN HOLLYWOOD AS A STUNT MAN AND SFX DESIGNER. BUT HE HAD **GRANDER** DREAMS, OUR QUENTIN DID-- AND THOSE DREAMS WERE **CALLING** TO HIM THAT FRIDAY AFTERNOON.

BUT HE WASN'T QUITE READY...

...TO ANSWER.

SO Q.B. WANDERED OUT OF THE HOTEL AND INTO THE STREETS. I CAN'T SAY FOR SURE WHAT WAS IN HIS HEAD-- BUT I'D BET HE WASN'T FEELING ALL THAT DIFFERENT FROM **ME** THAT DAY: LOST AND BEWILDERED. A LONELY **SHNOOK**.

FROM ALL I'VE LEARNED ABOUT HIM OVER THE YEARS-- I DON'T THINK BECK WAS A BAD GUY. IN FACT, I THINK HE WAS A PRETTY **GOOD** GUY... WHO GOT SOME BAD **BREAKS**.

(OF COURSE, AS MY WIFE CONTINUALLY POINTS OUT, THAT'S ALWAYS BEEN ONE OF MY PROBLEMS. I TEND TO SEE THE GOOD IN **EVERYONE**. EVEN THE WORLD-CLASS WACKOS. A TRAIT I INHERITED FROM UNCLE BEN.)

THE DAILY BUGLE ON SALE HERE

CIGARETTES LOWEST STATE MIN.

LOTTO FEVER!

FILM.

BUT IT WASN'T JUST **ANY** BUILDING: IT WAS THE ONE HE'D **GROWN UP** IN.

FOR THE FIRST TIME THAT DAY HE FELT HAPPY. EXCITED.

HE HOPPED OVER THE JUNKIES NODDING OUT IN THE HALLWAY...

BUT BACK TO QUENTIN BECK: HE FOUND HIMSELF, WITHOUT EVEN THINKING ABOUT IT, STANDING IN FRONT OF AN APARTMENT ON 34TH STREET, DOWN NEAR THE RIVER.

... AND MADE HIS WAY UPSTAIRS, TO HIS OLD APARTMENT.

ACCORDING TO BETSY SCHNEIDER'S BOOK, BECK HAD A SUDDEN URGE TO TURN AND RUN. BUT HE SCREWED UP HIS COURAGE...

TOK TOK

... AND KNOCKED ON THE DOOR OF THE PAST.

WHAT?

I KNOW THIS SOUNDS KINDA WEIRD... BUT I USED TO *LIVE* HERE...

... AND I JUST WANTED TO TAKE A LOOK AT THE OLD PLACE.

YEAH, SURE. AND THEN, AFTER YOU GET IN, YOU HIT ME ON THE *HEAD* AND--

LOOK, LOOK--I'LL GIVE YOU *FIFTY BUCKS* TO LET ME IN!

COME *RIGHT* IN, MISTER--?

BECK.

WHAT A *LOVELY* NAME. LIKE THE SHAMPOO.

THAT'S *BRECK*.

WHATEVER.

HE WANDERED, A MAN IN A DREAM, THROUGH THE CORRIDORS OF HIS CHILDHOOD. IT WAS ALL TOTALLY DIFFERENT ...YET STRANGELY THE SAME.

AND WHEN HE GOT TO THE DOORWAY OF WHAT HAD ONCE BEEN *HIS ROOM*...

... WELL, QUENTIN BECK NEARLY WEPT.

SKEEEEEE

"IT WAS LIKE," HE EXPLAINED TO BETSY, "LOOKING THROUGH A PORTAL INTO YESTERDAY.

"I SAW MYSELF ... NINE YEARS OLD... WORKING WITH THAT OLD, HALF-BUSTED MOVIE CAMERA MY UNCLE VINNIE GAVE ME.

"SPENDING HOURS, SOMETIMES DAYS, ON LITTLE STOP-ACTION MONSTER MOVIES THAT LASTED A COUPLE OF MINUTES EACH.

"I DON'T THINK I WAS EVER *HAPPIER* THAN I WAS THEN...

"... CREATING MY OWN LITTLE WORLDS." WORLDS HIS **FATHER** NEVER UNDERSTOOD.

LOOK, POP! LOOK WHAT I **DID**! MADE 'EM ALL BY MYSELF!

AND I'M **FILM-ING** 'EM, POP-- FRAME BY FRAME! JUST LIKE **WILLIS O'BRIEN** AND **RAY HARRYHAUSEN**!

WHAT'D I DO T'END UP WITH A NITWIT LIKE **THIS** FOR A KID, CAN YOU TELL ME **THAT**, HENRIETTA?

ELMORE BECK HAD A HABIT OF IGNORING HIS SON AND TALK-ING DIRECTLY TO HIS LATE WIFE. A HABIT THAT MADE QUENTIN FEEL JUST AS DEAD AS HIS MOTHER.

WASTIN' HIS TIME ON THIS STUPID JUNK! HE'S A LOSER--AN' HE ALWAYS **WILL** BE!

HE'D BETTER GET **RID** O' THIS JUNK, HENNY--**ALL** OF IT--

SMEK

I'M GONNA BE A FAMOUS SPECIAL EFFECTS GUY, **TOO**, ONE DAY, POP! I'M--

AND EVEN MORE **INVIS-IBLE**.

--BEFORE **I** GET RID OF IT **FOR** HIM!

--SO YOU GONNA STAND THERE STARING INTO SPACE **ALL DAY**?

YOU'RE **DISTURBING** THE CATS IS WHAT YOU'RE DOING! AND I WON'T HAVE MY BABIES **AGITATED**!

YEAH, WELL, *ah*... **SORRY**, LADY. I DIDN'T MEAN TO **BOTHER** YOU.

HE GOT OUT FAST...

... WONDERING WHY ON EARTH HE WENT THERE IN THE **FIRST** PLACE.

SO LOST IN HIS OWN HEAD THAT HE DIDN'T EVEN NOTICE BETSY WHEN SHE WALKED BY HIM.

BUT SHE NOTICED **HIM**.

I DON'T BELIEVE IT!

QUENTY?

QUENTY BECK?!

uh... WHO WANTS T'KNOW?

QUENTY-- IT'S ME! BETSY SCHNEIDER! FROM THE BUILDING!

WHAT ARE YOU DOING HERE? I HEARD YOU WENT OFF TO HOLLY-WOOD AND BECAME SOME KIND OF BIG MACHA!

uh... YEAH. RIGHT. ME AN' ORSON WELLES--

--WE'RE BEST BUDS.

HAW! ORSON WELLES! THAT'S FUNNY, QUENTY! YOU ALWAYS COULD MAKE ME LAUGH!

IMAGINE RUNNING INTO YOU LIKE THIS! I WAS JUST COMING TO VISIT MY MOTHER--

CAN YOU BELIEVE SHE STILL LIVES HERE AFTER ALL THESE YEARS? GOD KNOWS I'VE TRIED EVERY-THING TO GET HER TO MOVE... EVEN OFFERED TO BUY HER A PLACE IN FLORIDA-- BUT SHE WON'T BUDGE!

SO, ANYWAY, I COME BACK TO THE OLD NEIGH-BORHOOD ONCE A WEEK TO VISIT.

I DON'T HAVE TO TELL YOU THAT YOU TAKE YOUR LIFE IN YOUR HANDS WALKING DOWN THE STREET HERE--

--BUT I FIGURE IF MOM CAN DO IT, SO CAN I!

BUT YOU, QUENTY--TELL ME ABOUT YOU! GOD, WHEN I THINK OF ALL THE GOOD TIMES WE HAD WHEN WE WERE KIDS-- PLAYING OUT IN THE COURT-YARD-- RUNNING UP AND DOWN THE FIRE ESCAPES--!

REMEMBER HOW YOU USED TO BE ROBIN HOOD AND I WAS MAID MARION AND... oh, WHAT WAS HIS NAME...?

BILLY-- BILLY RIZZO WAS THE SHERIFF OF NOTTINGHAM AND WE'D ALL--

QUENTY...?

GONE WITH THE WIND. WITHOUT SO MUCH AS A "TOODLE-OO" OR "SEE YOU LATER."

BUT BETSY HAD A FEELING, EVEN THEN, THAT SHE WOULD SEE HIM AGAIN...

...SOON.

--PLEASE, PETER... HAVE A LITTLE MORE.

BUT I'VE ALREADY HAD THREE SERVINGS!

YOU NEED TO EAT. YOU'RE TOO THIN!

I, MEANWHILE, WAS DOING BATTLE WITH AUNT MAY'S MEATLOAF. BUT I KNEW, DESPITE ALL MY PROTESTA-TIONS, THAT-- UNLIKE MY ENCOUNTERS WITH DOCTOR OCTOPUS OR THE VULTURE...

HOLY COW MILK!

...THIS WAS ONE FIGHT I WASN'T GOING TO WIN.

I'LL JUST FINISH OFF THIS *ONE* LITTLE PIECE. BUT NO MORE AFTER THAT, OKAY?

WE'LL *SEE*...

HEY-- WHAT'S *THAT*?

I WAS CLEANING OUT THE ATTIC TODAY... YOU KNOW, AFTER YOUR LITTLE *DISASTER*?...AND I FOUND *THESE* STUFFED IN AN OLD MILK CRATE...

UNCLE BEN'S OLD *PULP MAGAZINES!*

AZIN

SPACE STORIES

IN THIS ISSUE: "I CREATE THE UNIVE

by S.M. LIEBE

WOW. I REMEMBER *READING* THIS ONE-- WHEN I WAS, I DUNNO, EIGHT OR NINE!

Y'SEE, THERE'S THIS LITTLE ALIEN WHO COMES TO EARTH, CLAIMING HE CREATED EVERY-ONE AND EVERYTHING ON THE PLANET... THAT WE'RE ALL JUST PRODUCTS OF HIS COSMIC *IMAGINATION*--

SEE GRITO

SEA monkey

--BUT NO ONE BELIEVES HIM! IN FACT, IN THE END, THEY *KILL* HIM-- AND WHEN HE DIES... EVERYONE IN THE WORLD JUST... *VANISHES!*

YOUR UNCLE CERTAINLY STUFFED YOUR HEAD FULL OF *DREAMS*, DIDN'T HE? ALL THOSE MAGAZINES AND COMIC BOOKS AND CRAZY MONSTER MOVIES--!

BUT DON'T FORGET THAT HE USED TO TAKE ME TO MUSE-UMS AND SCIENCE FAIRS ALL THE TIME, TOO! AND HE BOUGHT ME MY FIRST CHEMISTRY SET!

I THINK HE LOVED ALL THOSE WAY-OUT STORIES BECAUSE HE BELIEVED THEY WERE *POSSIBLE*, YOU KNOW?

HE USED TO TELL ME THAT IF YOU CAN *IMAGINE* IT-- YOU CAN MAKE IT *REAL!*

HE WAS QUITE THE *MAN*, WASN'T HE?

SURE WAS.

YOU KNOW, WHEN I WAS LITTLE, A LOT OF THE KIDS USED TO TREAT ME WEIRD BECAUSE I WAS AN ORPHAN. LIKE NOT HAVING PARENTS WAS SOME KIND OF *DISEASE* THAT YOU COULD CATCH.

BUT I *DID* HAVE PARENTS! YOU AND UNCLE BEN--

--WERE THE *BEST* PARENTS IN THE *WORLD!*

OH, NOW LOOK WHAT YOU'VE GONE AND DONE, PETER PARKER-- YOU GOT ME CRYING LIKE A *BABY!*

OKAY-- SO SHE FUSSED TOO MUCH AND OVER-FED ME...

...BUT I WOULDN'T HAVE TRADED MOMENTS LIKE *THAT* FOR ANY-THING IN THE WORLD.

...'S'GETTING LATE! I'M GONNA MISS THE MOVIE IF I DON'T LEAVE NOW!

DON'T FORGET A *JACKET*, PETER-- IT'S *CHILLY* OUT!

AND IF YOU'RE GOING TO BE LATER THAN TEN O'CLOCK... *CALL* ME! YOU KNOW HOW I *WORRY!* AND DON'T EAT THAT SALTY *POPCORN!* IT GIVES YOU *BLISTERS* IN YOUR MOUTH! AND--

I THINK.

SATURDAY NIGHTS WERE TORTURE. I'D WALK DOWN THE STREET AND IT LOOKED LIKE EVERY OTHER BOY IN FOREST HILLS HAD A CHEERLEADER ON HIS ARM. THEY ALL SEEMED SO HAPPY... THEIR LIVES SO EFFORTLESS. HOW COME I WAS ALWAYS STRUGGLING ... ALWAYS SO ALONE?

OH, NO! NOT HIM!

AND HOW COME, WHEREVER I WENT...

... FLASH THOMPSON WAS SURE TO FOLLOW?

QUITE A PLAY YOU MADE IN THE GAME TODAY, FLASHSTER! MY HEAD'S STILL SPINNING!

WHAT CAN I SAY, HAR? SOME OF US ARE JUST BORN TO GREATNESS!

HOW 'BOUT YOU, GWEN? WERE YOU SUITABLY IMPRESSED?

I KNOW NOW THAT NONE OF THEM HAD IT ANY EASIER THAN I DID. FLASH, HARRY, GWEN, MARY JANE--THEY ALL HAD THEIR SHARE OF TROUBLES.

HUH? uh, YEAH, SURE, FLASH. YOU WERE GREAT.

DIDJA SEE THAT DOPE BRODSKY'S FACE WHEN I GRABBED THE BALL AWAY FROM HIM?

NICE PUPPY--!

YEAH! YEAH! I THOUGHT HE WAS GONNA WET HIS PANTS!

HEY-- MY DAD'S OUT OF TOWN FOR THE WEEK!

WHY DON'T WE GO RUSTLE UP THE REST OF THE GANG, GO BACK TO MY PLACE--AND PARRR-TY!

THEY WERE JUST A LITTLE BETTER AT HIDING THEIR TROUBLES THAN I WAS.

SO I HOVERED IN THE SHADOWS, WAITING TILL THEY WERE OUT OF SIGHT...

... HATING AND ENVYING THEM AT THE SAME TIME.

THEN, WHEN THE PROVERBIAL COAST WAS CLEAR, I HEADED OVER TO THE KENMORE--A RUNDOWN, ART DECO REVIVAL HOUSE THAT WAS SHOWING A RESTORED PRINT OF "KING KONG."

TICKETS

I FELT TOTALLY STUPID AT FIRST: GOING BY MYSELF TO SEE AN ANCIENT MOVIE ABOUT A GIANT APE? I MEAN, HOW IMMATURE CAN YOU GET?

BUT WHEN THE LIGHTS WENT DOWN AND THE SCREEN FLICKERED TO LIFE... I WAS EIGHT YEARS OLD AGAIN, WATCHING THE LATE SHOW WITH UNCLE BEN. AND I DIDN'T FEEL STUPID AT ALL...

...I FELT HAPPY.

...THAT WAS *GREAT*, WASN'T IT?

BEYOND GREAT. THAT WILLIS O'BRIEN... HE WAS AN ABSOLUTE *GENIUS*!

YEAH. I REMEMBER MY UNCLE HAD THIS ISSUE OF "FAMOUS MONSTERS OF FILMLAND" --AND IT SHOWED YOU HOW IT WAS ALL DONE... THE STOP-ACTION ANIMATION? I COULDN'T *BELIEVE* IT!

YOUR *UNCLE* WAS INTO THIS STUFF? HE DIDN'T MAKE *FUN* OF YOU FOR LIKING IT?

NO. WHY WOULD HE MAKE *FUN* OF ME?

YEAH, WELL...

OKAY. AH--

FUNNY. I'VE NEVER FORGOTTEN THAT GUY.

GO APE!! FRI & SAT ONLY: NEWLY RESTORED!! KING KONG!!

ADULT 3.00
UNDER 12 1.00
CARTOON AND TRAILER 7:00 PM

NEXT WEEK: ROCKETT STARRFIGHTER THE MOVIE!

ROCKETT STARRFIGHTER

THERE WAS SOMETHING ABOUT HIM--I CAN'T SAY WHAT IT WAS EXACTLY; BUT I SENSED THAT WE HAD A LOT IN COMMON. THAT WE COULD HAVE EVEN BEEN FRIENDS...

...IF WE'D HAD THE CHANCE.

BETSY SCHNEIDER COULDN'T SLEEP THAT NIGHT. SHE WAS SO EXCITED ABOUT RUNNING INTO QUENTIN BECK.

BETSY'S ACCOUNT CLAIMED THAT THEY'D BEEN INSEPARABLE WHEN THEY WERE CHILDREN. MORE THAN JUST BEST FRIENDS: LIKE ONE SOUL IN TWO BODIES.

BECK WOULD KEEP HER ENTRANCED FOR HOURS WITH THE FANTASTIC TALES HE'D MAKE UP. "MY DAD WAS AN ALCOHOLIC," SHE WROTE, "AND LIFE WITH HIM WASN'T EXACTLY FUN.

"QUENTIN GAVE ME A SENSE OF WONDER. HE MADE THE WORLD OVER INTO SOMETHING MAGICAL... AT LEAST FOR A LITTLE WHILE.

"AND I GUESS, IN MY LITTLE GIRL WAY, I GAVE HIM THE MOTHERING HE MISSED SO MUCH.

"I CRIED MY EYES OUT THE DAY HE MOVED AWAY. I WROTE HIM LETTER AFTER LETTER...

"... BUT HE NEVER WROTE BACK."

HE TOLD HER AFTER-WARDS THAT HE'D BEEN AT HER HOUSE THAT NIGHT... JUST STANDING OUTSIDE IN THE RAIN, WANTING, WITH ALL HIS HEART, TO RING THE BELL, INVITE HIMSELF IN, REMINISCE ABOUT OLD TIMES...

...BUT HE FELT TOO SMALL, TOO **INCONSEQUENTIAL**, TO STEP INTO HER WORLD.

SO HE JUST WALKED IN THE RAIN FOR HOURS, WONDERING HOW HIS LIFE HAD COME TO THIS.

NO JOB, NO FRIENDS: NOTHING BUT A CRIMINAL RECORD AND A HEAD FULL OF UNREALIZED DREAMS.

DREAMS! THEY'D SAVED HIS LIFE! WITH-OUT HIS OUT-SIZED IMAGINATION, HE NEVER WOULD HAVE SURVIVED HIS CHILDHOOD. HE WOULD HAVE BEEN WASHED AWAY LIKE AN OLD NEWS-PAPER...

...IN A RAINSTORM.

Editorial Section

WHAT'S HE HIDING BEHIND THAT MASK?

Ten More Reasons Why Spider-Man is a Menace!

by J. JONAH JAMESON

YES, HIS IMAGINATION HAD SAVED HIM ONCE--AND, BY GOD...

...IT WAS GOING TO SAVE HIM AGAIN.

I, MEANWHILE, WAS HAVING A REVELATION OF MY OWN (ALBEIT A LESS EARTH-SHATTERING ONE):

AFTER AN HOUR OF STUDYING FOR MONDAY'S PHILOSOPHY EXAM, I REALIZED THAT I HADN'T UNDERSTOOD A **SINGLE WORD** I'D BEEN READING.

IT'S NOT THAT THE MATERIAL WAS OVER MY HEAD (WELL, **MAYBE** IT WAS)--IT'S JUST THAT I COULDN'T CONCENTRATE.

I WAS DEPRESSED, BORED, LONELY, DISGUSTED: A MASS OF JANGLING NERVES.

MY MIND WAS SKITTERING ALL OVER THE PLACE. ANXIETY SHOOTING THROUGH EVERY CELL IN MY HORMONE-ADDLED BODY.

ALL OF A SUDDEN IT FELT LIKE MY ENTIRE LIFE WAS CRASHING DOWN ALL AROUND ME.

EVERYTHING AND NOTHING

I GUESS YOU COULD SAY I WAS...

...CLIMBING THE WALLS.

I DON'T KNOW IF BECK AND I SLIPPED INTO OUR RESPECTIVE COSTUMES AT THE SAME TIME -- BUT WHENEVER I THINK BACK TO THAT NIGHT, I ALWAYS IMAGINE THAT WE DID.

EACH OF US THROWING OFF OUR FRUSTRATIONS AND FEARS, OUR INSECURITIES AND APPREHENSIONS...

CLIK

...AND FINDING COMFORT, FINDING POWER...

...BEHIND A MASK.

I'VE BEEN IN THIS BUSINESS LONG ENOUGH NOW TO KNOW THAT SOMETIMES THERE'S A VERY THIN LINE SEPARATING THE SUPER **HEROES** FROM THE SUPER-**VILLAINS**. MANY OF US ARE DRIVEN BY THE SAME DEMONS...

...AND WE'RE ALL INTIMATELY FAMILIAR WITH THE JOYS OF **PRETENDING**: TAKING A NEW NAME, A MELODRAMATIC IDENTITY, AND PROVING OURSELVES TO A WORLD THAT NORMALLY SHUNS AND DEGRADES US.

EVEN NOW, AFTER SO MANY YEARS AS SPIDER-MAN, I STILL GET THE RUSH WHEN I PULL ON THE TIGHTS, YANK THE MASK DOWN OVER MY FACE -- AND BID PETER PARKER ADIEU.

SO I CAN EASILY IMAGINE WHAT IT FELT LIKE FOR QUENTIN BECK TO SUDDENLY GROW IN STATURE, IN STRENGTH AND SELF-RESPECT, LEAVING THAT EMBATTLED LITTLE LOSER BEHIND...

...AND BECOMING **MYSTERIO.**

BUT I WASN'T **THINKING** ABOUT SUPER-VILLAINS AS I SHUT OFF THE LIGHT IN MY ROOM, CREPT QUIETLY OUT THE WINDOW, UP TO THE ROOF...

...AND WEBBED MY WAY OUT-- INTO THE NIGHT.

CAN YOU IMAGINE WHAT IT'S LIKE FOR A TEENAGED BOY TO SUDDENLY RISE UP AND BECOME LARGER THAN LIFE?

SUPREMELY CONFIDENT? SUPER-HUMANLY POWERFUL?

AS SPIDER-MAN, I WAS STRONGER THAN SCHWARZENEGGER, WITTIER THAN LETTERMAN--AND COOLER THAN DICAPRIO! THERE WAS NO GIRL I COULDN'T GET, NO BULLY I COULDN'T TROUNCE, NOTHING ON EARTH I COULDN'T ACCOMPLISH!

THE TRUTH IS, OF COURSE, THAT BEING THE WALL-CRAWLER BROUGHT ITS OWN SHARE OF TROUBLES... USUALLY FAR WORSE THAN PETER'S.

THE TRUTH IS THAT PUTTING ON A MASK DOESN'T REALLY CHANGE YOU AT ALL: IT JUST HEIGHTENS AND EXAGGERATES WHO YOU ALREADY ARE, THE GOOD AND THE BAD.

BUT TRY TELLING THAT TO A TEENAGER AS THE WIND WHIPS PAST HIM WHILE HE PIROUETTES ACROSS QUEENS AND BACK-FLIPS OVER THE BRIDGE INTO MANHATTAN.

NO, SIR: BACK THEN, WEARING THE WEBS WAS LIKE--AND I HOPE JAMES CAMERON WILL EXCUSE ME --BEING KING OF THE WORLD.

AND YOU KNOW WHAT? FOR ALL THE STRUGGLES, ALL THE SORROWS THE YEARS SINCE HAVE BROUGHT ME...

...IN A LOT OF WAYS...

HILY BUGLE

SPIDER-MAN-HERO OR MENACE?

THIS WEEK: PART 24 OF A 300 PART SERIES!

...IT STILL IS.

A YEAR-LONG EXPOSÉ!

ONLY IN THE "DAILY BUGLE"

"HOW LONG WILL ONE MAN STAND ALONE IN THE WILDERNESS, CRYING OUT HIS DEFIANT WARNING?

"HOW LONG WILL HE TURN TO HIS BLIND BRETHREN, DESPERATE TO MAKE THEM SEE?

"AS LONG AS IT TAKES, DEAR READERS. AS LONG AS IT TAKES.

"I, J. JONAH JAMESON--FEARLESS PUBLISHER OF THE *DAILY BUGLE*--WILL KEEP WRITING EDITORIAL AFTER EDITORIAL UNTIL THE PERVERSE MENACE THAT IS SPIDER-MAN IS CRUSHED ONCE AND FOR ALL!

"UNTIL EVERY MAN, WOMAN AND CHILD IN NEW YORK--IS SAFE FROM HIS POISONOUS TOUCH!"

I'LL BE HAPPY TO APPLAUD--

--ONCE I'M DONE *THROWING UP!*

Y'KNOW, JONAH, YOU'RE PROBABLY THE ONLY NEWSPAPER MAN ALIVE WHO CAN COMBINE *YELLOW* JOURNALISM AND *PURPLE* PROSE WITH SUCH EFFORTLESS GRACE!

I THINK YOU'RE A *SHOE-IN* FOR THE PULITZER--

--IF THEY EVER START AWARDING THEM TO CERTIFIABLE *MORONS!*

YOU!

HOW *DARE* YOU SHOW YOUR FACE HERE, YOU #%** $#!!*%¢ *$#!!!

JONAH--*PLEASE!* THE BUGLE IS A *FAMILY* PUBLICATION!

WHY, I OUGHTA--

YIKES!

SLEEEKT

I COULD'VE JUST LET HIM SLIP OFF THE DESK AND BREAK HIS STUPID NECK.

MR. JAMESON--IT'S SO LATE... CAN I *PLEASE* GO HOME NOW?

BUT I KNEW THAT IF I DID...

...I'D HAVE NOBODY LEFT TO *TORMENT.*

THWIP

MRS. ODETTS--CALL THE POLICE! CALL THE NATIONAL GUARD! *CALL MY WIFE!!*

AND GET HIM A BOTTLE OF *LISTERINE* WHILE YOU'RE AT IT--

--HIS BREATH *STINKS!*

OH, MY GOODNESS! *MIDER-SPAN!*

ACTUALLY, THAT'S **SPIDER-MAN** --BUT, HEY, EVERYBODY GETS FLUSTERED THE FIRST TIME THEY MEET ME!

YOU... YOU STAY **AWAY** FROM ME, YOU MANIAC! YOU **MONSTER!**

I'LL ADMIT THAT JAMESON'S A **BIT** OF A MANIAC--

--BUT I'D **HARDLY** CALL HIM A **MONSTER!**

HELLLLPP!

YOU'VE REALLY SHOT THAT POOR GIRL'S **NERVES**, HAVEN'T YOU?

HOW MANY SECRETARIES HAVE YOU **GONE** THROUGH SINCE BETTY BRANT LEFT? SIXTY? **SEVENTY?**

I'LL **GET** YOU FOR THIS, YOU WALL-CRAWLING **WEASEL!**

Y'KNOW, YOU LOOK **GOOD** UP THERE! HAVE YOU EVER CONSIDERED A SECOND CAREER AS A **CHANDELIER?**

WELL? DON'T JUST STAND THERE BLUBBERING AND BLATHERING LIKE THE IDIOT YOU **ARE**--

--GET ME **DOWN** FROM HERE!

IF I WANTED TO ANALYZE IT...

...I'D SAY THAT MY LITTLE FRACASES WITH JONAH WERE A WAY FOR ME TO FEEL IN **CONTROL**, TO **EMPOWER** MYSELF.

AFTER ALL, JAMESON WAS THE MEDIA... THE **ESTABLISHMENT**. HE HAD MONEY, POWER, AND INFLUENCE: IF I COULD CUT **HIM** DOWN TO SIZE, THEN THERE WASN'T **ANYTHING** I COULDN'T HANDLE, RIGHT?

BUT THE FACT OF THE MATTER WAS THAT -- IN A WEIRD WAY -- I **LIKED** THE OLD BLOWHARD... STILL **DO**. AND I ENJOYED OUR CONFRONTATIONS NO END -- NOT FOR ANY DEEP PSYCHOLOGICAL REASONS... BUT BECAUSE THEY WERE **FUN**.

AND, Y'KNOW WHAT? I THINK, ON SOME LEVEL THAT HE'D NEVER ADMIT TO HIMSELF...

...JAMESON DID, TOO.

...'MORNING, AUNT MAY. I DON'T KNOW ABOUT YOU, BUT I SLEPT LIKE A **BABY** LAST NIGHT! HAVEN'T FELT SO GOOD IN--

AUNT MAY? WHAT'S **WRONG?** YOU LOOK LIKE YOU'VE SEEN A **GHOST!**

PETER ...THE NEWS! IT'S--

REPEATING OUR TOP STORY--

--J. JONAH JAMESON, CONTROVERSIAL PUBLISHER OF THE DAILY BUGLE--

--IS **DEAD.**

WHAT?!

--THIS AMATEUR VIDEO, TAKEN BY A TEN-YEAR-OLD BOY FROM HIS BEDROOM WINDOW--

--CLEARLY SHOWS JAMESON'S CAR DRIVING DOWN A LONG ISLAND ROAD, AS HE MADE HIS WAY HOME FROM WORK LATE LAST NIGHT.

AMATEUR VIDEO

AND HERE YOU CAN SEE THE **COSTUMED FIGURE** THAT DROPPED DOWN, DIRECTLY IN THE CAR'S PATH, CAUSING JAMESON TO SWERVE--

--AND CRASH HEADLONG INTO A TREE.

ALL REPORTS INDICATE THAT THE PUBLISHING GIANT DIED **INSTANTLY** UPON IMPACT.

SKREEE-WAM

!

THE FIGURE... REVEALED IN A LIGHTNING FLASH TO BE JAMESON'S LONGTIME NEMESIS, **SPIDER-MAN**... TOOK A MOMENT TO CALMLY CHECK THE WRECKAGE AND INSPECT THE BODY--

--BEFORE SWINGING AWAY -- AND VANISHING INTO THE STORM.

JAMESON'S SECRETARY, CLARA ODETTS, TOLD POLICE THAT THE WALL-CRAWLER **ATTACKED** HER EMPLOYER LATE LAST NIGHT IN HIS OFFICE.

APPARENTLY, HE COULDN'T WAIT TO **FINISH** WHAT HE'D STARTED.

IN A HASTILY-CALLED PRESS CONFERENCE, THE MAYOR AND THE POLICE COMMISSIONER CALLED FOR THE **IMMEDIATE APPREHENSION** OF SPIDER-MAN AND POSTED A--

I WON'T HAVE YOU LISTENING TO ANY **MORE** OF THIS!

SUCH A TERRIBLE THING! SUCH A TERRIBLE **WORLD** WE LIVE IN!

KLIK

OH, PETER ... I KNOW HOW YOU MUST FEEL. MR. JAMESON WAS LIKE A **FATHER** TO YOU!

AND TO MEET HIS END IN SUCH A GRISLY WAY-- AT THE HANDS OF THAT AWFUL **SPIDER-MAN**...!

AUNT MAY KEPT TALKING--BUT HER WORDS BECAME A BLUR OF WHITE NOISE. I WAS IN SHOCK: JONAH--DEAD? AND SPIDER-MAN TO BLAME?

WAS IT POSSIBLE, I WONDERED, THAT I FOLLOWED JAMESON AFTER I LEFT THE BUGLE? THAT I **DID** WHAT THEY SAID-- AND THEN **BLACKED OUT** THE MEMORY?

I REFUSED TO ACCEPT IT. AND YET, THERE IT WAS, RIGHT IN FRONT OF ME ON THE TELEVISION SCREEN.

AND IF YOU CAN'T BELIEVE YOUR OWN EYES...

... WHAT **CAN** YOU BELIEVE?

Jonah Jameson--!

Come toward me, Jonah! Come into The Light!

WHO-- WHO **ARE** YOU? WHAT'S GOING **ON**? WHAT'S **HAPPENED** TO ME?

JAMESON, MEANWHILE, WAS IN DESPERATE NEED OF A REALITY CHECK HIMSELF.

Your time has come, Jonah. You have left the world of flesh behind--and entered the realm of Spirit.

WH-WHAT ARE YOU **SAYING**?

What are you-- dense? You're dead, Jonah! Dead as a boot!

I--I CAN'T BE DEAD! I'M STILL YOUNG AND VITAL! AND I'VE GOT ALL MY HAIR!

You must take your fate like a man, Jonah. Embrace the transition-- into the Next Life.

I'M DEAD?

I'M DEAD!

THEN ARE YOU-- ARE YOU... GOD?

Good guess.

AND-- YOU'VE COME TO TAKE ME UP TO-- HEAVEN?

Not exactly.

"NOT EXACTLY"? WHAT THE DEVIL IS THAT SUPPOSED TO--

THOOM!

--MEAN?!

YAAHH

SP-THOOMP!

HHHHHHHHHHH!

I... ah... THINK THERE'S BEEN SOME MISTAKE!

OH, THERE'VE BEEN LOTSA MISTAKES, PAL--AND YOU MADE 'EM ALL!

THAT'S WHY YOU'RE HERE!

I WANNA TALK TO MY LAWYER!

NO PROBLEM. HE'S SCHEDULED TO JOIN YOU IN ANOTHER TWO YEARS!

TWO YEARS? I CAN'T WAIT THAT LONG!

LONG? BUDDY BOY-- YOU'VE GOT ALL THE TIME IN THE WORLD!

NOW WHY DON'TCHA TAKE OFF THOSE CLOTHES AND GET COMFORTABLE? BELIEVE ME--

--IT'S ONLY GONNA GET HOTTER!

AH-HA-HA-HA-HA-HA-HA-HA!

JAMESON LATER CLAIMED THAT HE NEVER BELIEVED FOR A SECOND THAT HE WAS IN HELL. THAT HE KNEW FROM THE START THAT IT WAS ALL AN ILLUSION CREATED BY MYSTERIO. BUT I KNOW BETTER...

--IT'S ONLY GONNA GET HOTTER!

...AND SO DOES QUENTIN BECK.

AH HA HA HA HA!

MAMA!

YOU JUST COOK THERE FOR A WHILE, J.J.-- WHILE I SIT BACK, RELAX--

--AND WAIT FOR SPIDER-MAN TO ARRIVE!

AND THEN...OH, THEN--

--THE FUN'S REALLY GONNA START!

AND, TO TELL YOU THE TRUTH, ONCE I FIGURED OUT WHAT WAS GOING ON--IT WAS FUN. AT FIRST.

BUT THAT WAS BEFORE THINGS TURNED UGLY... NOT JUST FOR SPIDER-MAN-- BUT FOR BETSY SCHNEIDER--AND ALL OF NEW YORK!

AND I'LL BE SURE TO GIVE YOU ALL THE DOWN-AND-DIRTY DETAILS--

--NEXT TIME!

END PART ONE

Stan Lee PRESENTS:

THE KISS

by JOHN MARC DEMATTEIS & JOHN ROMITA, SR.

SOMETIMES, WHEN I LOOK BACK, IT SEEMS LIKE IT WAS ONLY YESTERDAY THAT SHE LEFT ME. AND SOMETIMES...

...IT FEELS LIKE LIFETIMES.

BILL OAKLEY LETTERER • CHRISTIE SCHEELE COLORIST • RALPH MACCHIO EDITOR • BOB HARRAS CHIEF

GWEN STACY WAS THE WOMAN... NO, THE **GIRL** (I FORGET HOW **YOUNG** SHE WAS WHEN IT HAPPENED) ... WHO TAUGHT **PETER PARKER** THE **MEANING** OF THE WORD LOVE.

WE HAD AN INNOCENCE ABOUT US THEN...

... A WIDE-EYED, HOPELESSLY NAIVE OPTIMISM THAT CYNICS WOULD MOCK. BUT NOT ME. **NOT ME.**

AM I JUST **COLORING** THE PAST? I WONDER. MAKING IT ROSIER THAN IT REALLY WAS? AFTER ALL, WE'D BOTH HAD OUR SHARE OF TRAGEDIES: GWEN LOSING HER MOTHER AND FATHER. ME LOSING **MY** PARENTS **AND** UNCLE BEN.

BUT IF I CHOOSE TO SEE US AS WIDE-EYED INNOCENTS, STILL UN-TOUCHED BY THE HORRORS OF THE WORLD... SO WHAT?

THEY'RE **MY** **MEMORIES,** AFTER ALL.

MEMORIES: HOW ACCURATE **ARE** THEY? HOW MUCH OF WHAT WE CLING TO ABOUT THE PAST IS ILLUSION WRAPPED AROUND DELUSION WRAPPED AROUND A LIE?

MAYBE EVERYTHING I'M RELATING IS JUST SMOKE AND MIRRORS... THE DETAILS COMPLETELY WRONG. MAYBE **ALL** OUR LIVES HAVE NO MORE SUBSTANCE THAN A DREAM.

BUT ONE THING I KNOW FOR SURE: THE **LOVE** AT THE **HEART** OF THE DREAM...

...THAT'S REAL.

IT WAS JUST ANOTHER NIGHT. JUST ANOTHER DATE. AND I WAS LATE, AS USUAL. BUT GWENDY DIDN'T SEEM TO MIND.

I DON'T THINK SHE EVER LOOKED MORE **STUNNING** THAN SHE DID AT THE MOMENT SHE OPENED THAT DOOR.

THE DISTORTIONS OF MEMORY AGAIN? PERHAPS.

IT'S POSSIBLE THAT I DIDN'T PAY ANY ATTENTION TO **HOW** SHE LOOKED THAT NIGHT. POSSIBLE THAT I WAS LOST IN MY OWN HEAD...

...WORRYING ABOUT SCHOOLWORK AND BILLS, AUNT MAY'S HEALTH AND SPIDER-MAN'S TROUBLES.

BUT I HOPE NOT.

WHEN SHE WENT UPSTAIRS TO FIX HER HAIR-- WHICH, AS USUAL, DIDN'T NEED FIXING -- THE PAINTING ON THE WALL CAUGHT MY EYE...

...THE PORTRAIT OF GWEN'S DAD, **GEORGE STACY**.

AND FOR AN INSTANT, I FELT AN AWFUL DREAD RUN THROUGH ME.

LOOKING BACK, IT'D BE EASY TO SAY I WAS HAVING A **PREMONITION**. A PSYCHIC HINT OF THE TERRIBLE THINGS TO COME.

BUT, CONSIDERING ALL THE LOSS I'D EXPERIENCED IN MY LIFE, I DON'T THINK I WAS GAZING INTO THE **FUTURE**.

I WAS **REMEMBERING** THE **PAST**.

WHEN GWEN CAME BACK INTO THE ROOM, WHEN SHE SAW THE EXPRESSION ON MY FACE, SHE DIDN'T SAY ANYTHING. SHE DIDN'T HAVE TO.

WITH US, WORDS DIDN'T MATTER.

ALL THAT MATTERED...

...WAS THAT WE WERE TOGETHER.

FUNNY. I HAVE **NO RECOLLECTION** OF WHAT WE SAW THAT NIGHT. BUT, IF I THINK ABOUT IT, I CAN STILL CONJURE UP THE SMELL OF GWEN'S PERFUME, THE PRESSURE OF HER HAND IN MINE, THE SOFT KISSES SHE'D PEPPER ME WITH AT UNEXPECTED MOMENTS.

NOW THERE'S A CHANCE, I HAVE TO ADMIT, THAT SHE WASN'T EVEN **WEARING** ANY PERFUME THAT NIGHT. COULD BE WE WEREN'T AS COZY AND BLISSFUL AS I RECALL.

EXIT

MAYBE I'M TAKING THE **ENTIRETY** OF OUR **RELATIONSHIP** AND PROJECTING IT ONTO THAT ONE NIGHT. AND WHY SHOULDN'T I?

IT WAS, AFTER ALL, OUR **LAST NIGHT** TOGETHER. THE NEXT DAY I'D BE OFF TO CANADA FOR A PHOTO SHOOT. AND WITHIN TWENTY-FOUR HOURS OF MY RETURN...

...GWEN WOULD BE **DEAD.**

WHEN WE LEFT THE MOVIE, SHE GOT THIS IDEA IN HER HEAD THAT WE SHOULD **WALK** DOWNTOWN IN THE RAIN. "IT'D BE SO ROMANTIC," SHE SAID.

I THOUGHT IT WAS A **TERRIBLE** IDEA. "WHAT'S SO ROMANTIC ABOUT GETTING SOAKED TO THE SKIN?" I ASKED. "C'MON, I'VE GOT A FEW EXTRA BUCKS THAT I PRIED OUT OF JAMESON--

"--SO LET'S TAKE A **CAB.**"

SHE WAS CRUSHED. I REALIZE THAT NOW. LETS BE HONEST, I REALIZED IT **THEN.**

THAT'S NOT EASY TO ADMIT, BUT IT'S THE TRUTH.

HOW MANY MOMENTS IN OUR LIVES GO BY LIKE THAT? "WE'LL DO IT TOMORROW," WE SAY. "NO, I DON'T FEEL LIKE IT...YOU GO WITHOUT ME." "MAYBE SOME OTHER TIME."

BUT THOSE TOMORROWS WE TAKE FOR GRANTED...

...DON'T ALWAYS COME.

the Coffee Bean

abandon hope all ye who enter here

WE USED TO HANG OUT AT A PLACE CALLED THE COFFEE BEAN-- WHICH IS WHERE I DRAGGED MY VERY RELUCTANT DATE.

I THOUGHT A BURGER, A COKE, AND THE USUAL GANG OF IDIOTS WOULD BOOST HER SPIRITS. IT USUALLY DID, NO MATTER WHAT WAS BOTHERING HER - NOT THAT NIGHT.

THE OTHERS SENSED GWEN'S MOOD -- I GUESS YOU DIDN'T HAVE TO BE A PSYCHOLOGIST TO NOTICE SHE WAS ANSWERING EVERY QUESTION WITH A GRUNT...

...AND, TO THEIR ETERNAL CREDIT, EVERYONE BENT OVER BACKWARDS TRYING TO CHEER HER UP.

HARRY, AS USUAL, TRIED A LITTLE TOO HARD...

...KIDDING WITH GWEN TILL SHE ALMOST POPPED HIM ONE. THE POOR GUY'D SPENT SO MANY YEARS PLAYING DESPERATE COURT JESTER TO HIS PSYCHO FATHER...

...DOING HIS BEST TO KEEP THE TICKING TIME-BOMB THAT WAS NORMAN OSBORN FROM EXPLODING...

...THAT HE COULDN'T HELP HIMSELF.

FLASH TRIED HIS USUAL APPROACH: TALKING ABOUT HIMSELF UNRELENTINGLY, THINKING GWEN WOULD BE DAZZLED BY EVERY WORD THAT CAME OUT OF HIS ETERNALLY-FLAPPING MOUTH.

FLASH AND I'D LOATHED EACH OTHER IN HIGH SCHOOL...

...BUT BY COLLEGE WE'D COME TO AN UNEASY PEACE. WHICH MEANT THAT WE COULD TOLERATE EACH OTHER AND AT LEAST PRETEND THAT WE WERE FRIENDS.

AND THEN THERE WAS MARY JANE: FOR SO MANY YEARS SHE'D BEEN THE MYSTERY GIRL IN MY LIFE... AUNT MAY AS DETERMINED TO FIX ME UP WITH HER AS I WAS TO AVOID THAT HIDEOUS FATE.

AT LEAST I THOUGHT IT WAS HIDEOUS--TILL I LAID EYES ON HER.

BUT EVEN AFTER WE MET, SHE WAS STILL A MYSTERY GIRL. IT WAS ALMOST IMPOSSIBLE TO GET BENEATH THAT PARTY GIRL FACADE.

MAYBE THAT'S WHY I GRAVITATED TO GWEN. MARY JANE WAS TOO MERCURIAL, TOO... I DON'T KNOW... **INDIRECT.** WITH GWEN THERE WAS NOTHING HIDDEN.

LOOKING BACK, I CAN SEE THAT, WITH A LITTLE MORE EFFORT, I COULD HAVE FOUND THE TRUTH --THE DEPTH AND WISDOM **SHELTERED** BEHIND MJ'S CAREFULLY CONSTRUCTED BARRICADES.

I JUST WASN'T READY TO **GO** THERE YET.

AND NEITHER WAS **SHE.**

SO THE THREE OF THEM CARRIED ON LIKE THE FOREST HILLS EQUIVALENT OF THE THREE STOOGES, ALL FOR GWENDOLYN'S BENEFIT...

... BUT IT WASN'T WORKING.

THAT'S WHEN I GOT **THE BIG IDEA.**

I'D LOVE TO SAY THAT MY MOTIVATION WAS SELFLESS, BUT IT **WASN'T.**

I KNEW THAT, IF I DIDN'T GET GWEN **OUT** OF THERE AND FEED THE ROMANTIC FIRE THAT WAS BURNING IN HER, I WAS GOING TO HAVE AN ABSOLUTELY **WRETCHED** NIGHT.

SO I USHERED HER OUT THE DOOR-- OVER THE VOCIFEROUS PROTESTS OF MOE, LARRY, AND CURLY-- INTO ANOTHER TAXI...

...AND UP TO CENTRAL PARK.

OKAY, OKAY--SO A RIDE AROUND THE PARK IN A HORSE-DRAWN CARRIAGE IS A ROMANTIC CLICHÉ. BUT THINGS **BECOME** CLICHÉS BECAUSE THEY'RE **TRUE**.

AND I'LL TELL YOU **THIS**: WHATEVER MY MOTIVES FOR DOING IT, THE INSTANT WE CLIMBED INTO THE BACK OF THE CAB, THE INSTANT I SAW GWEN'S FACE LIGHT UP WITH SUCH INEFFABLE JOY AND LOVE, THE WORLD AROUND US JUST--RECEDED...

...AND I FOUND THE **ENTIRE UNIVERSE**...

...IN HER EYES.

I REMEMBER IT AS THE MOST AMAZING KISS IN THE HISTORY OF KISSING. IT SEEMED TO LAST FOR DAYS, WEEKS, MONTHS, **CENTURIES**.

WE CLUNG TO EACH OTHER AS IF THIS WAS THE FIRST TIME ...OR POSSIBLY THE **LAST**... WE'D EVER EXPERIENCED SUCH INEXPRESSIBLE BLISS.

AND I CAN'T HELP BUT WONDER: **DID WE KNOW?**

ON SOME UNCONSCIOUS LEVEL, DID WE SENSE THAT NORMAN OSBORN WOULD SHATTER **BOTH** OUR LIVES WITHIN A MATTER OF DAYS?

AND PONDERING THAT QUESTION, I COME BACK AGAIN--TO THE IMPENETRABLE PLAY OF **MEMORY**.

MAYBE THERE WAS **NOTHING SPECIAL** ABOUT THAT KISS. MAYBE, FOR ALL MY EFFORTS, GWEN WAS STILL **ANNOYED** AT ME.

AND MAYBE I'M STILL TRYING TO FIND MEANING--AND SOME LONG-SOUGHT CONSOLATION... WHERE NONE REALLY EXISTS.

BUT IT REALLY DOESN'T MATTER, BECAUSE, IF I CHOOSE TO BELIEVE THAT'S HOW IT WAS--THEN THAT'S **HOW IT WAS**.

AND THAT'S HOW I'LL ALWAYS REMEMBER GWEN STACY...

...ON OUR LAST, MAGICAL NIGHT.

IF NOTHING ELSE, LIFE -- WHETHER IT'S TRAGIC OR JOYFUL, HEART-BREAKING OR ABSURD -- IS ALWAYS... SURPRISING.

FOR ALL OUR DESPERATE STRATEGIES, WE NEVER REALLY KNOW WHAT'S GOING TO HAPPEN NEXT.

YET I CAN'T HELP BUT ASK: IF GWEN HAD LIVED, WOULD WE HAVE **STAYED** TOGETHER -- OR WOULD WE HAVE GROWN APART AS WE GREW OLDER -- FOUND OTHER PATHS... OTHER PARTNERS?

AND IS THERE EVEN ANY USE IN WONDERING?

ALL I KNOW FOR CERTAIN IS THAT NO ONE CAN TAKE AWAY WHAT GWEN AND I SHARED. NOT THE JOY THAT I'LL CHERISH FOREVER. NOT THE GRIEF THAT I'LL CARRY WITH ME JUST AS LONG.

OUR EVERY MOMENT TOGETHER WAS A PRICELESS GIFT.

AND, AS TIME PASSES, I SEE THAT THE **GREATEST** GIFT GWEN GAVE ME IN HER SHORT TIME ON THIS EARTH...

...WAS THE COURAGE TO **LOVE.**

IF I HADN'T KNOWN HER, OPENED MY **HEART** TO HER...

...I WOULD HAVE BEEN A **FAR** LESSER MAN.

AND I WOULD **NEVER** HAVE BEEN ABLE TO CLIMB OVER THOSE CAREFULLY CONSTRUCTED BARRICADES...

...AND INTO **MARY JANE'S** ARMS.

I LIKE TO THINK THAT GWEN-- WHEREVER SHE IS RIGHT NOW--IS HAPPY ABOUT THAT.

CORRECTION: I DON'T **THINK** SHE IS:

I KNOW IT.

Finis

MARVEL COMICS®

FEB
#2

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WEBSPINNERS™
TALES OF SPIDER-MAN®

WITHIN the MIND of MYSTERIO™

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SPIDER-MAN's GREATEST CHALLENGE EVER!

FOR THOSE OF YOU WHO CAME IN LATE, MY NAME IS *PETER PARKER*.

I'VE ALSO BEEN KNOWN TO PUT ON LONG-JOHNS AND A HALLOWEEN MASK AND PIROUETTE AROUND THE CITY AS EVERYBODY'S FAVORITE SUPER HERO--

OKAY, OKAY--SO I HAVEN'T ALWAYS BEEN THE MOST POPULAR MEMBER OF THE SUPER HERO SET. IN FACT, IF WE'RE BEING HONEST HERE--MOST PEOPLE IN NEW YORK CAN'T *STOMACH* ME...

WHICH, I GUESS, BRINGS US BACK TO THE STORY AT *HAND*--

THE AMAZING SPIDER-MAN

STAN LEE PRESENTS:

AS DREAMS ARE MADE ON

Part Two:

IN THE NIGHTMARE FACTORY

by JOHN MARC DeMATTEIS & MICHAEL ZULLI

IT WAS, AS I TOLD YOU *LAST* TIME, BACK IN THE FIRST WEEKS OF MY FRESHMAN YEAR AT *EMPIRE STATE UNIVERSITY*--

--AND THE FEAR AND LOATHING QUOTIENT ON THE STREETS OF MANHATTAN WAS HITTING AN ALL-TIME *HIGH*.

BILL OAKLEY, letterer CHRISTIE SCHEELE, colorist
RALPH MACCHIO, editor BOB HARRAS, chief

WHY?

BECAUSE J. JONAH JAMESON, PUBLISHER OF THE DAILY BUGLE, AND THE MAN WHO-- ARGUABLY-- HATED THE WALL-CRAWLER MORE THAN ANYONE ALIVE... WASN'T.

ALIVE, THAT IS.

SOMEONE HAD APPARENTLY KILLED JOLLY JONAH-- AND THE VIDEO FOOTAGE OF THE EVENT MADE IT CLEAR, TO EVERYONE BUT ME THAT THAT SOMEONE... WAS SPIDER-MAN.

I TRIED TO EXPLAIN THAT IT WASN'T ME... THAT IT WAS AN IMPOS-TOR--

--AND I HAD A PRETTY GOOD IDEA WHO--

--BUT THEY WEREN'T IN THE MOOD TO LISTEN. I GUESS USING ME FOR TARGET PRACTICE WAS MORE FUN.

I THANKED THEM FOR THEIR VOTE OF CONFIDENCE AND THEN THWIPPED MY WEBBED BUTT OUT OF THERE.

THWIP!

BLAM!

BLAM!

BLAM!

BLAM!

SO THE SECOND I SHOWED MY FACE ON THE STREET, UP WENT THE CRIES OF HORROR, OUT CAME THE GUN-TOTING COPS AND--

WELL, YOU GET THE PICTURE.

YOU'VE GOTTA UNDERSTAND-- I WAS... WHAT? ... SEVENTEEN, EIGHTEEN YEARS OLD? MY PERSONAL LIFE WAS A DISASTER... EVERYONE AT COLLEGE SEEMED TO THINK I WAS PUBLIC NERD NUMBER ONE.

THE ONLY PLACE I COULD HAVE SOME FUN, FEEL **EMPOWERED**, WAS BEHIND THE MASK, SWINGING OVER THE CITY.

AND NOW MY OLD FRIEND **MYSTERIO** HAD GONE AND RUINED THAT.

THWIP!

OH, YEAH: I **KNEW** QUENTIN BECK WAS BEHIND IT. IT DIDN'T TAKE A GENIUS TO FIGURE IT OUT, ESPECIALLY WHEN YOU CONSIDERED THAT HE'D GOTTEN OUT OF PRISON JUST A FEW DAYS BEFORE.

BUT IT'S NOT BECK I WANT TO TELL YOU ABOUT NOW: IT'S A GUY NAMED **JOE**. JOE **SMITH**.

HEY, LOOK-- THERE'S **SPIDER-MAN!**

Y'KNOW, I **TANGLED** WITH THE GUY A COUPLE OF WEEKS AGO. GAVE HIM A REAL RUN FOR HIS MONEY.

AS YOU KEEP TELLING US EVERY CHANCE YOU GET.

PERSONALLY, I THINK YOUR **AGENT** MADE UP THE WHOLE THING! BUT WHO CARES, ANYWAY? SPIDER-MAN'S A MURDERING **BUM!**

JOE **HAD** TANGLED WITH ME... AND PUT UP A PRETTY GOOD FIGHT.

MOVIETONE

Food

OF COURSE, IT HELPED THAT HE'D BEEN TRANSFORMED (TEMPORARILY, IT TURNED OUT) INTO A FEISTY SUPERHUMAN BY A COCKTAIL OF CHEMICALS AND ELECTRICITY.

BUT HIS MOMENT IN THE MEDIA SPOTLIGHT HAD TAKEN HIM FROM OBSCURITY AS A LOW-PAYING STUNT MAN -- INTO THE HOLLYWOOD STRATOSPHERE.

SORT OF.

Y'SEE, ALTHOUGH IT WAS ANNOUNCED TO THE **WORLD** THAT JOE HAD SIGNED TO STAR IN A WEEKLY TELEVISION SERIES-- HE'D ACTUALLY LANDED THE LEAD IN A LOW-BUDGET SCIENCE FICTION POTBOILER CALLED "**THE ALIEN AND THE OZONE.**"

I DUNNO.

WHAT DON'T YOU KNOW, GENIUS?

I GOT A PRETTY GOOD FEEL FOR THE WEB-HEAD WHEN I MET HIM... AND HE DIDN'T SEEM LIKE THE KILLER TYPE TO ME.

AND WHO MADE **YOU** SUCH A BRILLIANT JUDGE OF CHARACTER?

I'M NOT SAYIN' I **AM**, MR. VIGARRO, IT'S JUST THAT--

LOOK, GENIUS-- WE GOTTA GET OUT TO THE STUDIO IN QUEENS TO FINISH OFF OUR INTERIORS--

--SO SPARE ME THE COMMENTARY ON CURRENT EVENTS AND GET IN THE **TRUCK**.

JOE'S DAY WASN'T GOING ANY BETTER THAN **MINE**.

BUT WE'LL GET BACK TO HIM **LATER.**

AS YOU CAN SEE, **COLONEL JAMESON**--THE CASE IS MOST... UNUSUAL.

THIS SOUR-FACED SPECIMIEN IS **DOCTOR HELEN CARROWAY**: CITY CORONER AT THE TIME OF OUR LITTLE TALE.

A WOMAN WHO HAD JUST AUTOPSIED A MOST... **PECULIAR** CORPSE.

APPARENTLY, THE MEDICAL EMERGENCY TEAM THAT ARRIVED AT THE ACCIDENT SITE WAS IN THE EMPLOY OF WHOEVER CREATED THIS... **THING.**

THE DOCTORS AT THE HOSPITAL, HOWEVER, IMMEDIATELY NOTICED SOMETHING WAS WRONG, BUT BY **THEN...**

BY THEN THE MEDIA VULTURES WERE ALL OVER IT... PROCLAIMING THAT SPIDER-MAN KILLED MY **FATHER.**

J.J.'S SON, COLONEL JOHN JAMESON, WAS AN APPLE THAT--THANK GOD--HAD FALLEN A **LONG WAY** FROM THE TREE.

IN OTHER WORDS, HE WAS A REASONABLE, GOOD-HEARTED, **DECENT** HUMAN BEING. AND A **SPIDEY-BOOSTER,** BESIDES.

THIS **APPEARS** TO BE SOME KIND OF MECHANICAL CONSTRUCT. FAIRLY SOPHISTICATED ON THE OUTSIDE--

--BUT NO MORE COMPLEX THAN A **GRANDFATHER CLOCK** ON THE **INSIDE.**

I **KNEW** IT WASN'T JONAH.

WHAT DID YOU SAY, COLONEL?

I DIDN'T SAY ANYTHING.

BUT I DISTINCTLY HEARD YOU SAY--

WASN'T HIM, DOC. IT WAS LI'L OL' **ME!**

SPIDER-MAN... GOOD TO SEE YOU.

GLAD TO HEAR YOU **SAY** THAT, COLONEL.

uh... YOU CAN PICK YOUR **JAW** UP OFF THE FLOOR NOW, DOC.

Y' KNOW, YOUR POP MIGHT NOT BE NUMBER ONE ON MY HIT PARADE--BUT I'D NEVER HARM A HAIR ON HIS $1.99 **TOUPEE.**

BELIEVE IT OR NOT, I'VE GROWN KINDA **FOND** OF THE BIGMOUTHED, EGOMANIACAL, OVERBEARING OLD COOT!

CAN I SAFELY ASSUME THAT WASN'T EVEN YOU ON THE **VIDEO?**

ASSUME AWAY.

THEN **WHERE'S MY FATHER?**

THAT, MY DEAR COLONEL, IS WHAT I INTEND TO FIND **OUT!**

WHERE THE COOT IN QUESTION **WAS** AT THAT VERY MOMENT...

...WAS HELL.

AND I'M NOT SPEAKING METAPHORICALLY.

SOMEBODY'S MADE A TERRIBLE MISTAKE!

I'M A GOOD MAN! I'VE LIVED A GOOD LIFE!

OKAY, SO I **FUDGE** A BIT ON MY TAXES... AND MAYBE I'M A BIT ON THE **FRUGAL** SIDE... BUT NOT ENOUGH TO DESERVE **THIS!**

JONAH ACTUALLY BELIEVED HE'D BEEN **KILLED** IN THAT CRASH. THOUGHT HE'D SHUFFLED OFF THIS MORTAL COIL...

...AND BEEN DISPATCHED STRAIGHT INTO THE MORE **TROPICAL** REGIONS OF ETERNITY.

GOD-- IF YOU CAN HEAR ME-- GIMME A SECOND CHANCE! YOU DID IT FOR **GEORGE BAILEY**--SO YOU'VE JUST **GOTTA** DO IT FOR--

A **CAPRA** FAN? **HERE?!**

OH, JONAH -- IF YOU WEREN'T EARMARKED FOR THE BARBECUE SPIT **BEFORE**--

--THAT JUST SEALED IT!

WH-WH-WH-WHAT DO **YOU** THINK, FATHEAD?

A-ARE YOU... THE D-D-D-- **DEVIL?**

BUT THAT **MASK**... THAT **COSTUME** --IT LOOKS JUST LIKE--

SPIDER-MAN'S?

EXACTLY.

Y'SEE, JONAH-- EVERY MAN GETS THE DEVIL HE **DESERVES.** AND BABY, I'M **YOURS.**

AND JUST **WAIT** TILL YOU SEE MY **WEBBING!**

ETERNITY ... WITH **YOU?**

NOW I **KNOW** I'M IN HELL!

YOU BET YOU ARE, SNACKY!

BWA-HA-HA-HA-HAAA!

AND WHILE "SPIDER-SATAN" LAUGHED HIS HOLOGRAPHIC HEAD OFF...

BWA-HA-HA-HA-HAAA!

... HIS BUBBLE-HEADED CREATOR, MYSTERIO, LAUGHED RIGHT ALONG.

OH GOD--I LOVE THIS!

JONAH JAMESON HAD BEEN A THORN IN BECK'S SIDE FROM THE MOMENT THEY MET: ALWAYS STUMBLING INTO THE MIDDLE OF HIS VERY PERSONAL WAR WITH SPIDER-MAN.

(THERE WAS THE TIME, FOR INSTANCE, WHEN BECK HAD ME CONVINCED I'D LOST MY MIND: I WAS SECONDS AWAY FROM REVEALING MY IDENTITY TO HIM WHEN JAMESON BLUNDERED IN, INADVERTENTLY SAYING MY WEBBED HIDE.)

LET'S JUST PUT "HELL" ON AUTOMATIC FOR A WHILE--

TIC

BECK, AS I TOLD YOU BEFORE, HAD RECENTLY BEEN RELEASED FROM PRISON AND HE WAS DETERMINED TO GO STRAIGHT. BUT THE WORLD HAD OTHER IDEAS.

THE POOR SCHMOE (AND YES, I ADMIT IT, I FEEL SORRY FOR HIM) JUST COULDN'T CATCH A BREAK.

DEMEANED, DEGRADED, AND HUMILIATED, HE SOUGHT TO EMPOWER HIMSELF THE ONLY WAY HE KNEW HOW:

BEHIND A MASK. (SOUND FAMILIAR?)

BUT ONCE THAT MASK CAME OFF--

CLICK

...IT WAS LOSER-TIME.

beep beep beep beep beep

ACCORDING TO **BETSY SCHNIEDER'S** BOOK, "**MYSTERIO AND ME**," HE ACTUALLY NEEDED TO WEAR THE MASK JUST TO PICK UP THE PHONE AND **CALL** HER.

HELLO...? YES?

QUENTY? IS THAT **YOU?** IS SOMETHING WRONG? YOU SOUND LIKE YOU HAVE A **COLD**--

uh... NO, NO--IT'S JUST... THIS **PHONE** I'M ON. ALWAYS MUFFLED. GOTTA GET A **NEW** ONE.

um... **LOOK**, BETSY--IT WAS REALLY NICE RUNNING INTO YOU THE OTHER DAY. AND I THOUGHT THAT... WELL, MAYBE WE COULD GET TOGETHER FOR **LUNCH**?

WE **CAN**? **REALLY**? "**CARLO'S**"? IN THE OLD **NEIGHBORHOOD**? GREAT! SEE YOU THEN.

YES!!

oh, I'M JUST WILD ABOUT QUENTY... AND QUENTY'S WILD ABOUT MEEE--!

OH, WAIT-- I CAN'T JUST GO OUT AND LEAVE THE MORON WITH THE HITLER MUSTACHE JUST **SITTING** THERE ON THAT ROCK.

I NEED TO **UP THE ANTE** A LITTLE. BUT... WHAT? **WHAT?**

ah-- I'VE GOT IT!

KLIK

ROARRRR!

FOOOSH!!

WHADDAYA **SAY**, SKINFLINT? READY FOR A LITTLE COOKOUT-- WITH **YOU** ON THE BUN?!

I REPENT. I REPENT. I REPENT. I REPENT. I REPENT.

AND WHILE JAMESON WAS ROASTED LIKE A WIENIE...

...I WAS CHECKING IN WITH "WORRY CENTRAL."

NO, NO, REALLY, AUNT MAY-- I'M FINE. JUST HAVE A LOT OF STUDYING TO DO AND--

NO, I DON'T THINK I'LL MAKE IT HOME FOR DINNER.

NOW DON'T GO SKIPPING YOUR MEALS, PETER--

--YOU'RE HYPOGLYCEMIC AND YOU KNOW HOW WEAK YOU GET.

AND BE SURE TO KEEP YOUR JACKET ON IN THE LIBRARY. IT'S SO DRAFTY IN THAT OLD PLACE.

AND IF YOU'RE GOING TO BE LATER THAN ELEVEN, CALL ME... I'LL BE A NERVOUS WRECK IF YOU DON'T!

SURE, AUNT MAY. NO PROBLEM. SEE YOU LATER!

GOODBYE, DEAR.

OY.

AS I THINK I NOTED LAST TIME, DESPITE THE FACT THAT I KNEW HOW MUCH AUNT MAY LOVED ME--ALL HER FUSSING MORTIFIED ME BEYOND BELIEF. OH, I UNDERSTAND WHY SHE DID IT. SHE'D LOST JUST ABOUT EVERYONE ELSE SHE EVER LOVED... I WAS ALL SHE HAD LEFT.

BUT I WAS A YOUNG MAN COMING INTO HIS OWN-- OR TRYING TO, AT LEAST; AND EVEN THOUGH I DID EVERYTHING IN MY POWER TO KEEP MY LIFE AS SPIDER-MAN A SECRET FROM HER...

...I GUESS I WANTED HER TO SEE AT LEAST A LITTLE OF SPIDEY IN ME.

WHY, PETER PARKER-- IMAGINE RUNNING INTO YOU HERE!

PETER?

EARTH TO PETER, EARTH TO PETER... COME IN, PETER...

HUH?

OH! OH... GWEN! uh... ah... HI! HOW... uh... HOW AM I? I MEAN -- HOW ARE YOU?

JUST FINE. BEEN DOING A LITTLE SHOPPING. MY DAD'S BIRTHDAY'S COMING UP.

ISN'T THAT INTERESTING?

"ISN'T THAT INTERESTING?" I MEAN, HOW LAME IS THAT?

BUT I WAS SO ATTRACTED TO GWEN -- AND SO UTTERLY TONGUE-TIED WHENEVER I WAS AROUND HER--THAT "ISN'T THAT INTERESTING?" WAS ABOUT THE BEST I COULD MUSTER.

PETER-- I HAVE A FEW MORE STORES I HAVE TO HIT... I WANNA GET DADDY TONS OF PRESENTS... DO YOU THINK IT WOULD BE TOO MUCH TROUBLE FOR YOU TO COME ALONG?

MAYBE HELP ME CARRY IT ALL HOME?

COME ALONG? ME?

I COULDN'T BELIEVE IT: GWEN THE UNATTAINABLE. GWEN THE COOL. GWEN THE POPULAR. AND SHE WAS ASKING PETER THE NERD TO SPEND THE DAY WITH HER?

(SHE TOLD ME-- MONTHS LATER-- WHEN WE STARTED DATING-- THAT HER HANDS WERE SHAKING SO MUCH WHEN SHE ASKED ME THAT SHE THOUGHT SHE WAS GOING TO DROP HER PACKAGES.)

I WAS READY TO SAY YES...

J. JONAH JAMESON SAYS "READ THE DAILY BUGLE. I DO!"

...WHEN, UNFORTUNATELY, I HAPPENED TO LOOK UP.

uh... SORRY, GWEN-- MY, um, MY AUNT'S EXPECTING ME HOME FOR LUNCH.

AND I HAVE TO MOW THE LAWN.

AND IT'S GARBAGE NIGHT. AND--

SEE YA!

RIGHT.

SHE THOUGHT-- JUSTIFIABLY-- THAT I WAS THE BIGGEST IDIOT ON THE PLANET.

BUT FOR SOME EQUALLY IDIOTIC REASON, SHE REMAINED DRAWN TO ME.

AND THANK GOD FOR THAT.

I, ON THE OTHER HAND, ASSURED MYSELF THAT THE ONLY REASON GWEN WANTED ME TO HELP HER OUT WAS SO THAT SHE COULD TELL FLASH, HARRY, AND THE OTHERS WHAT A SAP I WAS: LUGGING HER PACKAGES ALL OVER TOWN LIKE SOME HAPPY LITTLE SERVANT-BOY.

THEY'D BE LAUGHING ABOUT IT (SO I CONVINCED MYSELF) FOR WEEKS.

SO OFF I WENT TO FIND JAMESON.

IT WASN'T THAT I WAS WORRIED ABOUT THE BONEHEAD'S LIFE BEING IN DANGER. (MYSTERIO, I BELIEVED, WAS MANY THINGS -- BUT NOT A KILLER.) NO, I WAS IN DESPERATE NEED OF THE KIND OF EGO-BOOSTING THAT ONLY A ROUND WITH A SUPER-VILLAIN COULD SUPPLY.

SURE I ENJOYED SAVING CIVILIZATION AS WE KNOW IT--OR AT LEAST NEW YORK...

...BUT I ENJOYED THE GAME I PLAYED WITH THE BAD GUYS JUST AS MUCH. MORE, ACTUALLY.

SO THAT'S WHY I THWIPPED OUT TO THE SITE OF JAMESON'S CAR ACCIDENT.

I KNEW MYSTERIO (WHO WAS JUST AS ANXIOUS TO PLAY CAPES 'N' TIGHTS WITH ME AS I WAS WITH HIM) WOULD LEAVE ME SOME CLUE TO HIS WHEREABOUTS.

I JUST DIDN'T REALIZE...

... WHAT LENGTHS HE'D GO TO.

THERE HE IS, MY FELLOW FIENDS! OUR ARCH-ENEMY, THE SICKENING SPIDER-MAN!

IT IS TIME, MY LOYAL BROTHERS IN EVIL, FOR HIM TO FACE THE FULL, FULSOME FURY OF--

..THE SINISTER SIX!

PSST... DOC-- THERE ARE ONLY FIVE OF US!

OH.

WELL, IF WE ADD MYSTERIO, THERE ARE SIX OF US.

BUT HE'S NOT HERE!

WELL, SPIDER-MAN DOESN'T KNOW THAT!

AT LEAST HE DIDN'T TILL YOU OPENED YOUR BIG MOUTH!

THE FACT THAT MY SPIDER-SENSE DIDN'T SO MUCH AS TINGLE-- COMBINED WITH THEIR MORONIC BANTER-- SHOULD HAVE TIPPED ME OFF...

...BUT I GUESS I WAS SO ANXIOUS FOR THE GAME TO GET INTO FULL SWING...

FPPPPPPPT!

POP!

SMEK!

...SO DESPERATE TO BELIEVE THAT BECK REALLY HAD RECRUITED DOCTOR OCTOPUS, THE SANDMAN, THE VULTURE, KRAVEN AND ELECTRO...

...THAT IT TOOK ME A MINUTE OR TWO TO REALIZE (TO MY UTTER DISAPPOINTMENT...

THUP!

WUP!

SPUT!

PFFKT!

CHAKKT

POP

POW!

...THAT MY LESS-THAN FORMIDABLE ADVERSARIES WERE JUST A BUMBLING BUNCH OF MYSTERIO-MANIFESTED...

...PHONIES.

MERCY, MERCY-- I BEG OF YOU, KIND SIR!

WELL, IF I THOUGHT YOU WEREN'T OCK BEFORE-- NOW I KNOW IT!

OTTO OCTAVIUS WOULD RATHER HAVE HIS MECHANICAL ARMS AMPUTATED AND TURNED INTO GASOLINE HOSES THAN GROVEL AND BEG LIKE THAT!

sheesh! DON'T YOU HAVE ANY DIGNITY?

LOOK, HE GAVE US A HUNDRED BUCKS EACH TO COME OUT HERE AN' DO THIS!

WE'RE ALL OUTTA WORK! WE COULDN'T TURN 'IM DOWN!

YOU THINK I'D BE CAUGHT DEAD WITH THIS STUPID HAIRCUT IF I WASN'T A DESPERATE MAN?

OH, YEAH?! WELL, I--

...I...

I GUESS WHEN YOU'RE UNEMPLOYED, A GIG'S A GIG!

HOW'D HE GET THOSE ARMS STUCK TO YOU, ANYWAY?

CRAZY GLUE.

GOOD LUCK GETTING THEM OFF.

NOW LET'S HAVE A LOOK AND SEE WHAT'S UNDERNEATH THIS MASK--

UM... I WOULDN'T GO AROUND KNOCKING OCK'S HAIRCUT, FELLA-- YOU'RE IN DIRE NEED OF A RESTYLING YOURSELF!

I KNOW. IT'S STARTING TO THIN OUT ON TOP, SO I'VE BEEN COMBING IT OVER A LITTLE, AND--

uh... MYSTERIO HAVE ANY MESSAGE FOR ME? OR DID HE JUST SEND YOU OUT HERE FOR THE FRESH AIR AND EXERCISE?

YEAH. HE SAID T' TELL YOU THAT HE'S GOT JAMESON OUT AT THE OLD SILVER STAR STUDIOS IN QUEENS -- AND HE DARES YOU... NO, NO, HE DOUBLE-DARES YOU TO COME OUT THERE AND GET HIM!

"DOUBLE-DARES"? HE ACTUALLY SAID THAT?

uh-huh.

sheez!

I KNOW RUNNING AROUND IN A COSTUME INDICATES A CERTAIN LEVEL OF IMMATURITY-- BUT I HAVEN'T BEEN DOUBLE-DARED SINCE THE FOURTH GRADE!

ah, WELL-- TOODLE-OO, "DOC"!

AND I'D TAKE A CLOSE LOOK AT THAT HUNDRED MYSTERIO PASSED YOU--

HE'S NOT CALLED THE MASTER OF ILLUSIONS FOR NOTHING!

ARGH.

IN PHINEUS P. DUCKWADDLE WE TRUST
OTHERS PAY CASH

MEANWHILE, IN A DINER IN LOWER MANHATTAN, BETSY SCHNEIDER SAT WAITING FOR HER CHILDHOOD FRIEND.

AND WAITING.

AND WAITING.

ACCORDING TO HER BOOK (WHICH WAS LATER TURNED INTO A HIGHLY-FICTIONALIZED TELEVISION MOVIE STARRING **LEONARD NIMOY** AND **SUSAN LUCCI**) SHE WAS AFRAID THAT BECK WASN'T GOING TO SHOW UP.

"HE'D BEEN ALMOST **TERMINALLY** SHY AS A BOY," SHE WROTE. I WAS HIS CLOSEST, HIS **ONLY**, FRIEND AND THERE WERE TIMES HE'D DISAPPEAR ON ME FOR DAYS AT A TIME--NOT ANSWERING THE PHONE, REFUSING TO COME TO THE DOOR...

DINE

"...ONLY TO RE-APPEAR, DAYS LATER, WITH ANOTHER OF HIS HOME-MADE **SCIENCE FICTION MOVIES**--BURSTING WITH STOP-ACTION DINOSAURS AND SPACE-MEN.

"IT SEEMED THAT QUENTY WAS ALWAYS MORE CONFIDANT... MORE **ALIVE**...

"...WHEN HE COULD HIDE BEHIND A **SPECIAL-EFFECT.**"

YIKES!

PFOOSH!

DO NOT BE **ALARMED**, MADAME--

--THE GREAT **MYSTERIO**--

FOOFT!

PA-FOOO!

--MEANS YOU NO **HARM**!

OH, QUENTY--THIS IS JUST LIKE THAT TIME WHEN WE WERE EIGHT AND YOU PUT ON THAT **MUMMY** COSTUME AND SCARED ME HALF TO **DEATH**!

I--I AM NOT THIS "**QUENTY**" YOU SPEAK OF!

I AM **MYSTERIO**, THE GREAT AND POWERFUL! I--

OH, **PLEASE**! MAYBE YOU CAN FOOL THE **WORLD**--

FUP!

--BUT YOU CAN'T FOOL **ME**!

YOU...Y-YOU KNEW?

uh-huh.

B-BUT HOW? I THOUGHT... I MEAN... YOU--

IT'S NOT LIKE IT'S SOME GREAT SECRET. I READ THE PAPERS LIKE EVERYBODY ELSE.

I KNOW ALL ABOUT YOU AND MYSTERIO.

YOU DO?

OH, GOD.

WHAT'RE YOU SO UPSET ABOUT? IF YOU DIDN'T WANT ME TO KNOW--YOU WOULDN'T HAVE COME TO MEET ME WITH THAT LIGHT-BULB ON YOUR HEAD.

BUT I AM IMPRESSED.

I GUESS... I THOUGHT I COULD IMPRESS YOU. STUPID, I KNOW.

I MEAN, MYSTERIO'S AS MUCH OF A LOSER AS QUENTIN. ALL I'VE DONE IS LANDED MYSELF IN JAIL OVER AND O--

WAIT A MINUTE! DID YOU SAY YOU WERE IMPRESSED?!

OF COURSE!

NOT JUST IMPRESSED-- BUT PROUD.

YEAH, RIGHT. LOOK, BETSY-- IF YOU JUST CAME HERE TODAY TO MAKE FUN OF ME--

WILL YOU SHUT UP AND LISTEN?

YOU WERE ALWAYS MY HERO. YOUR IMAGINATION... YOUR SENSE OF WONDER... IT INSPIRED ME. NO, IT DIDN'T JUST INSPIRE ME... IT HELPED ME SURVIVE THAT HELL-HOLE WE GREW UP IN.

YOU HELPED ME SURVIVE.

I PROBABLY WOULDN'T BE A WRITER TODAY IF IT WASN'T FOR YOU. YEAH, THAT'S RIGHT: ME... BETSY SCHNEIDER ... AN AUTHOR! CAN YOU BELIEVE IT?

OKAY, SO I CRANK OUT POTBOILERS: ROMANCES, SCI-FI. CHEAPO CELEBRITY BIOS. BUT I ENJOY IT! I MAKE A LIVING AT IT!

AND IT'S ALL BECAUSE OF YOU!

ME? BUT --I'M A CRIMINAL!

QUENTIN-- YOU BECAME A BIG MACHA OUT IN HOLLYWOOD-- AND THEN YOU BECAME AN EVEN BIGGER MACHA AS MYSTERIO!

THEY CALL YOU A CRIMINAL-- BUT WHO DO YOU HURT, REALLY?

YOU USED YOUR GIFTS! YOU PLAYED-- JUST THE WAY WE USED TO WHEN WE WERE LITTLE. ONLY NOW-- YOU'RE PLAYING IN A BIGGER FIELD!

Y-YOU'RE REALLY PROUD OF ME?

WHAT DO YOU THINK--

--YA BIG LUG?

IT WAS, BETSY LATER CLAIMED, BECK'S FIRST KISS. (OKAY--SO HE WAS THIRTY-TWO AT THE TIME. SOME PEOPLE ARE SLOW STARTERS.)

AND WHILE QUENTIN BECK PUCKERED, THE CAST AND CREW OF "THE ALIEN AND THE OZONE" WERE UNLOADING THEIR EQUIPMENT --SUCH AS IT WAS-- AT SILVER STAR STUDIOS.

NOW REMEMBER-- YOU'RE FROM ANOTHER PLANET AND YOU'VE COME TO EARTH TO *DESTROY* THE PLANET BEFORE IT *POLLUTES THE GALAXY!*

SILVER STAR HAD ACTUALLY BEEN *SHUT DOWN* SINCE THE SIXTIES, BUT THE FILM COMPANY-- *"TOXIC SHOCK PICTURES"* --HAD QUIETLY PAID OFF A FEW MOB MUSCLEHEADS FOR THE DUBIOUS PRIVILEGE OF USING THE PLACE FOR TWO DAYS.

NO TRESPASSING

YOU'RE *CHARISMATIC! DANGEROUS! ALLURING!*

I *KNOW* THAT, MR. VIGARRO--

BUT "HOWDY DOODY'S" BEEN OFF THE AIR FOR *YEARS.*

THEN HOW COME WHEN WE TURN ON THE BLASTED CAMERAS, YOU'VE GOT ALL THE ALLURE OF A *BLOCK OF WOOD?* I COULD HIRE *"HOWDY DOODY"* AND GET A BETTER PERFORMANCE!

THAT'S NOT THE POINT!

I WONDER IF JOE WOULD HAVE FELT ANY BETTER...

...KNOWING THAT, A FEW HUNDRED FEET AWAY, JONAH JAMESON WAS FEELING EVEN WORSE THAN *HE* WAS?

PLEASE-- JUST TELL ME WHAT I HAVE TO DO TO GET *OUT* OF HERE!

YOU ROASTING DANCE *BURN* FOR JONAH! AND ALL WILL *CORPSE* ETERNITY ON JAMESON WILL YOUR!

E-EXCUSE ME?

ME *INSIGNIFICANT* TALK *WORM* TO YOU DON'T BACK LOWLY!

JONAH DIDN'T REALIZE THAT, WITH MYSTERIO AWAY FROM THE CONTROL BOARD, "HELL" WAS EXPERIENCING *TECHNICAL DIFFICULTIES.*

BUT I WAS ALL-TOO HAPPY TO *INFORM* HIM.

Y'KNOW, THIS REMINDS ME OF THE TIME I WAS ON THE "PIRATES OF THE CARIBBEAN RIDE IN DISNEYWORLD AND IT BROKE DOWN!

THE BOAT STOPPED DEAD AND ALL THE PIRATES STARTED TALKING IN *ESPERANTO!*

PLEASE, PLEASE-- HAVEN'T I BEEN TORTURED *ENOUGH?!*

DO YOU HAVE TO SIC *ANOTHER* ONE ON ME?!

DEAR LORD... I'LL BE GOOD-- I *SWEAR* I WILL!

I'LL DO *ANYTHING* YOU WANT-- EVEN STOP DECLARING MY DOG AS A *DEDUCTION!* JUST GIVE ME ANOTHER *CHANCE,* LORD! JUST--

JONAH-- *YOU'RE NOT DEAD.*

GET *BEHIND* ME, SATAN!

:sigh: I GUESS THERE'S ONLY *ONE WAY* TO CONVINCE YOU--

NOW LET ME SEE... IT'S GOTTA BE HERE *SOMEWHERE*--

C'MON, *SPIDEY-SENSE*... LEAD THE WAY--

CLOSER--

CLOSER--

AH-HA!

NOW WATCH *CAREFULLY*, JONAH: NOTHING UP MY SLEEVE!

PRESTO! CHANGE-O!

hummina hummina hummina hummina--

GET THE *PICTURE*, BRAINIAC?

IT'S ALL A *FAKE!*

I KNEW THAT.

POIKT!

HELP!

OH... HELP!

GRARRN!

THOUGH I CAME TO DESTROY YOUR WORLD... LOVING YOU HAS SHOWN ME THAT IT *MUST* BE SAVED!

I WILL FIGHT THIS CREATURE BORN OF EARTH'S POLLUTED OCEANS-- AND I *WILL WIN!*

THAT'S ENOUGH!

OKAY, IT WASN'T MUCH OF A MOVIE. AND JOE SMITH WASN'T MUCH OF AN ACTOR.

LOOK, GENIUS-- WE'RE GOING FOR A *TAKE* NOW... AND WE HAVEN'T GOT A LOT OF FILM STOCK LEFT--

SO DON'T SCREW IT UP!

BUT NOBODY DESERVES THE KIND OF TREATMENT CECIL B. VIGARRO HEAPED UPON HIS INTERGALACTIC HEAD.

YES, SIR, MR. VIGARRO.

HEY, VIGSY--CAN I KEEP THIS THING *OFFA* ME FOR A COUPLA MINUTES? I'M *SUFFOCATIN'!*

NO! AND DON'T *DROP DEAD* WHILE THE *CAMERAS* ARE ROLLING!

WOTTA *MAROON!*

LET'S *TAKE* ONE, EVERYBODY!

GIMME SOUND... AND--

ACTION!

VIGARRO GOT HIS ACTION, ALL RIGHT...

... JUST NOT THE ACTION HE *EXPECTED!*

KTHOOOOM!

THIS ISN'T IN THE SCRIPT!

WHO IS THAT YUTZ?!

I AM THE GREAT AND POWERFUL *MYSTERIO--MASTER OF ALL ILLUSIONS!*

WHAT ARE YOU DOING IN MY HIDDEN SANCTUM?

HEY, HE'S KINDA CUTE-- IN AN *OBSCURE* WAY! DO I GET TO DO A *SCENE* WITH HIM?

FLUFF FLOFF

LOOK, YUTZ--GET OFFA MY SET BEFORE I HAVE YOU--

YOU DARE TALK BACK--TO THE MAGNIFICENT MYSTERIO?!

FOOM

POOM

LOOK... TELL ZAMBITZI THAT IF HE WANTS MORE MONEY, I'LL GIVE IT TO HIM!

BUT DON'T SCREW AROUND WITH THE SCENERY!

VIGARRO MIGHT NOT HAVE RECOGNIZED MYSTERIO...

...BUT SMITH SURE DID.

GIVE THE GUY CREDIT: HE MAY HAVE BEEN A LITTLE SLOW-- BUT HE WAS DECENT AND CARING... AND HE HAD A CONGENITAL NEED TO PLAY THE HERO.

ONE LOOK AT BECK AND HE KNEW THIS WAS HIS BIG CHANCE TO PROVE--TO HIMSELF AND TO THE WORLD--THAT HE HAD THE RIGHT STUFF.

BEGONE FROM MY LAIR-- ALL OF YOU! THE GREAT MYSTERIO-- HAS SPOKEN!

MYSTERIO... MYSTERIO--

--NOW WHY DOES THAT NAME SOUND SO FAMILIAR?

OH, YEAH! YOU'RE THAT MAGICIAN WHO DOES THOSE TACKY SPECIALS ON FOX!

SOME-BODY--HELP ME! SPIDER-MAN'S TRYING TO KILL ME AGAIN!

KNOCK IT OFF, NITWIT-- I'M RESCUING YOU!

PUT ME DOWN!

OKAY.

IT'S ABOUT TIME YOU GOT HERE! WHEN I ARRIVED AND DIDN'T SEE YOU HERE--I WAS CRUSHED!

WELL, GET USED TO IT, DECO-DOME--

OUCH!

THUP

--BECAUSE THERE'S GONNA BE A LOT MORE CRUSHING BEFORE I'M THROUGH WITH YOU!

AS ARRO-GANT AND IGNORANT AS EVER, AREN'T YOU?!

BOY, WERE WE HAVING A GOOD TIME!

RRRR

THIS WAS THE MOMENT WHEN PARKER AND BECK (WHO I GUESS WEREN'T ALL THAT DIFFERENT FROM JOE SMITH) BOTH GOT TO PROVE THAT WE WEREN'T THE HAPLESS GEEKS EVERYONE SEEMED TO THINK WE WERE.

RUMBBB

I WAS STILL PRETTY NAIVE BACK THEN; I HADN'T YET RUN INTO THE MAJOR LOONS LIKE VENOM, CARNAGE, AND THE JACKAL. TO ME THIS WAS INNO-CENT FUN: BETTER THAN A NIGHT AT THE MOVIES.

SO WHEN THAT GIANT SPHINX-HEAD POPPED UP OUT OF THE FLOOR...

KAKKK!

...I WASN'T WORRIED. IN FACT, I THOUGHT IT WAS PRETTY COOL.

THE TIME HASN'T COME FOR OUR FINAL CONFRONTATION, SPIDER-MAN!

FOR YOU HAVE YET TO SEE MY PLANS UNFOLD! MY PLANS FOR YOU--

--AND THIS ENTIRE CITY!!

BWA-HA-HA-HA-HAAAA!

"BWA-HA-HA." I'D READ IT IN COMIC BOOKS, BUT I NEVER ACTUALLY HEARD A REAL PERSON LAUGH LIKE THAT UNTIL THAT MOMENT.

KUNCH!

I MUST ADMIT THAT THE WAY IT ECHOED AS THE SPHINX PUSHED UP THROUGH THE ROOF AND INTO THE AFTERNOON SKY-- WAS EXTREMELY IMPRESSIVE.

I WAS TOTALLY EXHILARATED: COULDN'T WAIT TO GO WEB-SWINGING AFTER THEM.

BETSY SCHNEIDER, ON THE OTHER HAND, WAS STARTING TO GET A LITTLE NERVOUS.

QUENTY-- I... I HATE FLYING! I-IT SCARES ME! I GET AIR-SICK!

IF YOU HAVE TO TOSS YOUR COOKIES, MY DEAR-- BE SURE TO DO IT ON JAMESON OR SPIDER-MAN!

QUENTY, WHAT'S WRONG? Y-YOU DON'T SOUND LIKE YOUR-SELF!

I TOLD YOU, DEAR BETSY: WHEN I WEAR THIS MASK AND CAPE, YOUR QUENTY CEASES TO EXIST!

I AM... AND EVER SHALL BE... MYSTERIO!

NOW, IF YOU'LL EXCUSE ME, I HAVE TO BOMBARD THOSE FOOLS WITH THESE EXPLODING RUBBER DUCKIES.

YEP. YOU HEARD RIGHT: "EXPLODING RUBBER DUCKIES."

PRETTY NASTY LITTLE SUCKERS, TOO.

JAMESON-- LOOK OUT!

BECK MADE HIS GET-AWAY WHILE I DODGED DEADLY SQUEEZE-TOYS...

...PROTECTING JONAH'S CHUBBY TUSH.

BUT DID HE APPRECIATE IT?

I SAW THE WAY YOU DELIBERATELY SHOVED ME IN THE PATH OF THAT DETONATING DUCK!

SHOVED YOU? WHAT PLANET DO YOU LIVE ON? I SAVED YOU!

JONAH JAMESON DOESN'T NEED SAVING! ESPECI-ALLY FROM THE LIKES OF YOU, YOU MASKED MISCREANT!

WHY, IF I WASN'T EXHAUSTED FROM MY ORDEAL, I'D ROLL UP MY SLEEVES AND--

UH-OH!

SO YOU'RE SCARED, ARE YOU? WELL, YOU SHOULD BE! I--

WILL YOU SHUT UP A MINUTE? SOMETHING'S WRONG! REALLY WRONG!

MY SPIDEY-SENSE IS GOING HAY-WIRE!

EVERYBODY-- FIND SOME COVER... FAST!

OKAY, QUENTY--WE MADE OUR BIG ESCAPE--YOU CAN STOP THE SPOOKY SCHTICK AND GET US *DOWN* NOW.

DOWN? BUT MY DEAR BETSY... I'M NOT *DONE* YET!

WHAT DO YOU MEAN?

FIX YOUR EYES ON THE CENTER RING-- AND LEARN WHAT THE GREAT MYSTERIO *DOES*--

--TO PEOPLE HE DOESN'T *LIKE*.

KA-WAM

OHMYGOD --YOU *KILLED* THEM! YOU KILLED THEM *ALL!*

I MOST CERTAINLY DID.

B-BUT... I THOUGHT THIS WAS ALL A *GAME* TO YOU! LIKE WHEN WE WERE *KIDS!*

ALAS, POOR BETSY--

--YOU WERE *SADLY* MISTAKEN!

BETSY DROPPED TO THE GROUND, HORRIFIED... PANICKED--

--AND SUDDENLY FEELING VERY MUCH ALONE.

BUT HAD SHE BEEN ABLE TO PEEK AT THE *UNDER-SIDE* OF THAT SPHINX, SHE MIGHT HAVE SEEN...

...THAT A MAN HAD HITCHED A RIDE.

NO, A HERO...

...WHO WAS *DETERMINED* TO SAVE HER.

AS FOR ME, JONAH, AND THE REST OF THE FILM CREW... WELL, SAD TO SAY--WE WERE ALL TRAGICALLY *KILLED.*

OKAY, OKAY--WE *SURVIVED.*

BUT I'VE GOTTA TELL YOU, CONSIDERING WHAT HAPPENED *NEXT*--

--MAYBE WE'D'VE BEEN BETTER OFF-- IF WE *HADN'T.*

SEE YOU *NEXT TIME,* BOYS AND GIRLS!

TO BE CONCLUDED

MARVEL COMICS

MAR
#3

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TALES OF SPIDER-MAN®

CAN SPIDEY SURVIVE THE HALLUCINOGENIC HORRORS OF MYSTERIO™?!

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SO -- WHERE DO I *BEGIN?*

OR SHOULD I SAY -- WHERE DO I BEGIN THE *END?*

GUESS WITH A FEW PITHY WORDS TO UPDATE THOSE OF YOU WHO JUST DROPPED IN.

YOU FOLKS WHO'VE BEEN LISTENING TO MY STORY ALL ALONG MAY FIND THIS A TRIFLE REDUNDANT... BUT *INDULGE* ME, OKAY?

MY NAME'S *PETER PARKER* -- AND THE EVENTS THAT WE'RE DISCUSSING HERE TOOK PLACE A FEW YEARS *BACK*... WHEN I WAS A SHY, BOOKISH NERD OF A COLLEGE FRESHMAN--

-- WHO -- HAVING HAD THE LUCK, IF YOU CAN *CALL* IT THAT, TO BE BITTEN BY A RADIOACTIVE SPIDER --

-- SPENT HIS FREE TIME IN LONG UNDERWEAR AND A FRIGHT MASK -- DAZZLING THE WORLD AS THE *AMAZING SPIDER-MAN!*

OKAY, OKAY, SO I *DIDN'T* DAZZLE THEM. THANKS TO PEOPLE LIKE NEWSPAPER PUBLISHER -- AND ALL AROUND PAIN-IN-THE-KEESTER -- *JONAH JAMESON* --

-- MOST PEOPLE IN THE BIG APPLE *HATED* AND *FEARED* SPIDEY.

IN FACT, IT OFTEN SEEMED THAT I HAD MORE IN COMMON WITH THE *BAD GUYS* THAN I DID WITH PEOPLE I WAS PROTECTING.

NOW THE BADDIE WE'RE INTERESTED IN *HERE* IS A POOR SHLEP NAMED *QUENTIN BECK*.

A BELEAGUERED SOUL WHO MADE MY TEENAGE ANGST SEEM LIKE A WALK IN THE PARK BY COMPARISON.

BECK -- WHO LIKE ME, GREW UP ON A STEADY DIET OF *MONSTER MOVIES*, *COMIC BOOKS*, AND *SCIENCE-FICTION STORIES* --

-- DECIDED THE ONLY WAY HE COULD DEAL WITH HIS LIFE WAS BY PUTTING AN OVERSIZED FISH BOWL ON HIS HEAD AND CALLING HIMSELF, *MYSTERIO* -- *MASTER OF ILLUSION*, AND --

Y'KNOW *WHAT?* WHY DON'T WE JUST GET ON WITH THE *STORY.*

I HAVE THE FEELING YOU'LL FIGURE IT ALL OUT --

-- AS WE GO *ALONG* --

WELCOME TO SILVER STAR STUDIOS... WHERE MYSTERIO, IN MAKING HIS ESCAPE FROM YOURS TRULY...

GET ME OUTTA HERE YOU WALL CRAWLING WACKO! I DIDN'T FIND OUT I WAS STILL ALIVE JUST TO DIE AGAIN!

I'D TELL YOU WHERE TO GO, JONAH -- BUT YOU'VE ALREADY BEEN THERE!

...DETONATED A BOMB THAT LEVELED HALF OF QUEENS.

SCA-RUCH

OR SO WE THOUGHT.

I SHOULDA KNOWN!

KNOWN WHAT?! KNOWN WHAT?!

THE EXPLOSION -- IT WAS ANOTHER ONE OF MYSTERIO'S SPECIAL-EFFECTS EXTRAVAGANZAS!

YOU MEAN -- IT WAS A FAKE?

ANYONE EVER TELL YOU HOW GOOD YOU LOOK IN THOSE TIGHTS?

Um... ah... THANKS, MISS.

NAME'S EROS. EROS PATCHOULI.

WELL, ACTUALLY THAT'S MY STAGE NAME.

MY FRIENDS CALL ME TILLY.

MISS PATCHOULI AND HER FRIENDS HAD BEEN USING SILVER STAR TO FINISH THEIR ULTRA-LOW BUDGET SCI-FI MOVIE... LITTLE KNOWING THAT THEY'D BLUNDERED INTO MYSTERIO'S HIDEAWAY.

RRRJUMBBLE

HA-HA-HA! OH, THIS IS BEAUTIFUL!

WHAT'RE YOU SO HAPPY ABOUT?

DON'T YOU SEE?

BECK SET UP SOME EXPLOSIVES OUTSIDE... A FEW FALSE WALLS COLLAPSE ON CUE --

-- AND WE WERE CONVINCED WE WERE AT GROUND ZERO FOR *ARMAGEDDON!* THE GUY'S A *GENIUS!*

AND YOU FIND THIS... *AMUSING?*

NOT HALF AS AMUSING AS MYSTERIO CONVINCING *YOU* THAT YOU WERE CONDEMNED TO *HELL* FOR *ALL ETERNITY!*

Hmgh! I DIDN'T BELIEVE IT FOR A *SECOND!* I KNEW ALL ALONG IT WAS A PUT-ON!

THEN YOU WON'T MIND IF ANYONE SEES MYSTERIO'S *VIDEO-TAPE* OF YOU GROVELING AND WEEPING AND WETTING YOUR PANTS.

HE RECORDED *IT?!*

WELP -- GOTTA GO STOP MR. M BEFORE HE CONVINCES SOME *OTHER* UNSUSPECTING NITWIT THAT THEY'RE DEAD!

WAIT! *WAIT!* I WANNA GIVE YOU MY *PHONE NUMBER!*

SORRY, EROS -- I'VE GOTTA GO MAKE THE WORLD SAFE FOR DEMOCRACY.

I'M IN THE *BOOK!* *CALL* ME!

I ACTUALLY THOUGHT ABOUT CALLING HER.

FOR ABOUT TWO SECONDS.

MAYBE *SPIDEY* COULD'VE TAKEN A LUSCIOUS LADY LIKE EROS PATCHOULI OUT ON THE TOWN --

-- BUT THE FACT IS, UNDER THE SPIDER'S MASK --

-- I WAS STILL SEVENTEEN YEAR OLD PETER PARKER: THE GUY WHOSE BRAIN WENT TOTALLY NUMB WHENEVER HE GOT WITHIN TEN FEET OF AN ATTRACTIVE GIRL.

SO I WEBBED OFF IN PURSUIT OF QUENTIN BECK, LEAVING MISS PATCHOULI TO HER FANTASIES... AND JONAH JAMESON TO HIS FRANTIC SEARCH:

THE TAPE, THE TAPE, THE TAPE, THE TAPE, *THE TAPE!*

MYSTERIO VISION

WHERE THE HECK IS THAT BLASTED TAPE?

VISION

WHAT A MOUTH ON THAT MAN!

SOMEWHERE OVER THE CITY...

... MYSTERIO WAS RIDING A **GIANT SPHINX** (DON'T ASK!) AND SCARING THE BEJEEZUS OUT OF HIS CHILDHOOD FRIEND, FREELANCE WRITER **BETSY SCHNEIDER**...

QUENTY -- QUENTY... TELL ME IT ISN'T ***TRUE!*** TELL ME YOU DIDN'T REALLY ***KILL*** ALL THOSE PEOPLE BACK THERE!

THE GREAT AND POWERFUL **MYSTERIO**

-- ANSWERS TO NO ONE, WOMAN!

"I WAS BEGINNING TO SUSPECT," BETSY WROTE, IN HER BEST-SELLING BOOK "MYSTERIO AND ME," "THAT QUENTY WAS JUST THE **TEENSIEST** BIT UNSTABLE."

STAN LEE PRESENTS...

AS DREAMS ARE MADE ON

part 3: WAKE UP CALL!

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BWAHAHAHAHA

HEY-- YOU'RE *TREMBLING!*

I-I'M *SORRY,* BETSY -- I DIDN'T MEAN TO SCARE YOU!

I WAS JUST *FOOLING AROUND*... Y'KNOW LIKE WHEN WE WERE *KIDS!* I DIDN'T HURT ANYONE BACK THERE... IT WAS ANOTHER ONE OF MY EFFECTS!

YOU KNOW HOW I AM... MORE IN LOVE WITH ILLUSION THAN REAL! --

-- TOOOP!

"I'M NOT SURE WHY I KISSED HIM, BETSY WROTE. "MAYBE IT WAS JUST THE RELIEF OF REALIZING THAT MY OLD FRIEND WASN'T A MURDERING LUNATIC.

*"MAYBE I FOUND THE DANGER OF IT ALL SOMEHOW... EXCITING. OR MAYBE I WAS ACTUALLY FALLING IN **LOVE** WITH HIM; A MAN I'D KNOWN SINCE I WAS FOUR YEARS OLD.*

*"WHATEVER THE CASE, I DIDN'T EXPECT THE **RESPONSE** I GOT; POOR QUENTY BLUSHED... HE ACTUALLY **BLUSHED!**...*

"AND BEGAN TO STAMMER AND STUTTER AND TITTER LIKE A TEENAGER ON HIS FIRST DATE.

*"IT WAS **TOTALLY** ENDEARING HE LOOKED SO CUTE, SO **HELPLESS,** THAT I WANTED TO DO SOMETHING TO **HELP** HIM.*

*TAKE **CARE** OF THE BIG LUG. AND THAT'S WHEN I HIT ON **THE BIG IDEA...***

QUENTY, QUENTY -- *LISTEN* TO THIS! WHY DON'T I WRITE A *BOOK*... ABOUT YOU, ABOUT US? THE *TRUE STORY* OF *MYSTERIO?*

WE'LL MAKE A MINT, QUINTY -- A MINT! AND THEN WE CAN TAKE THE MONEY, HEAD DOWN TO BERMUDA... AND LIVE THE HIGH LIFE!

GOD, I AM **SO** SICK OF RACING DEADLINES, HACKING OUT THE LATEST TELL- ALL BIOGRAPHY ABOUT THE LATEST SLEAZE-BUCKET CELEBRITY!

AND WHADDA YOU NEED THE COPS AND SHMOES LIKE *SPIDER-MAN* CHASING AFTER YOU?

TIME TO CUT LOOSE AND HAVE SOME FUN!

WHADDA Y'SAY? *QUENTY?*

I... I THOUGHT YOU CARED ABOUT ME!

I THOUGHT YOU CARED!

BUT ALL YOU WANT IS MONEY! YOU'RE JUST *USING* ME!

IT... IT MAKES SENSE, I GUESS! I MEAN WHAT WOMAN ON EARTH WOULD EVER BE ATTRACTED-- TO ME?

WELL, YOU CAN MOCK QUENTIN BECK ALL YOU *WANT* --

CKIC

-- HE'LL JUST SIT THERE AND *LET* YOU!

BUT *MYSTERIO* ISN'T GONNA *TAKE IT* ANY MORE!

"ACCORDING TO HER ACCOUNT, BETSY TRIED TO TALK SENSE TO HIM, BUT BECK JUST ROARED -- AND LUNGED AT HER.

"SHE ASSUMED SHE WAS GOING TO DIE.

"AND MAYBE SHE WOULD HAVE.

OH, NO YOU *DON'T!*

WAP

"IF JOE SMITH HADN'T COME LEAPING OUT OF NOWHERE.

"WELL, NOT EXACTLY NOWHERE; HE'D BEEN HANGING OUT ON THE UNDERSIDE OF THE SPHINX SINCE IT BLASTED OFF BACK AT THE STUDIO.

GAME'S OVER, MYSTERIO!

YOU'RE FACING A GUY WHO FOUGHT SPIDER-MAN TO A STANDSTILL! HOW MUCH TROUBLE D'YOU THINK A PUNK LIKE YOU IS GONNA BE?

A LOT.

QUENTIN! MY GOD --

-- WHAT HAVE YOU DONE?!

OH, NO! I...I KILLED HIM. HURLED THAT POOR MAN TO HIS DEATH! I

NO! GUILT -- SHAME -- THOSE ARE FOR LESSER MEN!

NOT FOR THE GREAT MYSTERIO!

"AND WHILE BECK RANTED...

"...SMITH PLUMMETED.

"AND PLUMMETED.

"AND PLUMMETED.

YOUR PRAYERS HAVE BEEN *ANSWERED*, MY CHILD!

THEY *HAVE?*

GOD -- IS THAT YOU?

NOT *EXACTLY.*

I CAN UNDERSTAND YOUR CONFUSION, THOUGH; PEOPLE ARE *ALWAYS* MIXING THE TWO OF US UP!

JUST FOR THE RECORD -- *GOD* HAS A DEEPER VOICE!

AMAZING, ISN'T IT? A FEW WEEKS AGO YOU TRIED TO BEAT MY BRAINS OUT -- AND I STILL SAVE YOUR LIFE!

SO TELL ME, JOE --WHAT WERE YOU THINKING? YOU WERE ABLE TO TAKE ME ON 'CAUSE SOME FREAK ACCIDENT TURNED YOU INTO A SUPER-HERO FOR A COUPLE OF HOURS --

SPIDER-MAN!

-- BUT YOU'RE JUST A *REGULAR* GUY NOW -- A GUY, MIGHT I ADD, WHO'S STARRING IN THE MUCH-ANTICIPATED FILM OPUS, *"THE ALIEN AND THE OZONE"*--

-- SO WHY D'YOU WANT TO GO AND BLOW A GOOD THING BY CHASING AFTER A MAJOR LOON LIKE MYSTERIO?

HE DIDN'T HAVE AN ANSWER... BUT IT DIDN'T TAKE A GENIUS TO FIGURE IT OUT.

SMITH WAS DESPERATE TO PROVE THAT HE REALLY WAS THE HERO THE MEDIA MADE HIM OUT TO BE IN THE DAYS AFTER OUR MUCH-PUBLICIZED ALTERCATION...

... AND PRETENDING TO BE ONE IN A GRADE Z SPACE FLICK JUST WASN'T GONNA DO THE TRICK.

AND SPEAKING OF TRICKS;

HEY, LOOK -- IT'S THE *CHIEF!*

IN THE MIDTOWN OFFICES OF THE DAILY BUGLE...

...THAT NABOB OF YELLOW JOURNALISM, J. JONAH JACKASS, WAS TRYING TO PULL OFF A FORMIDABLE TRICK OF HIS OWN:

CHIEF, CHIEF -- WE'RE'VE YOU BEEN?

FIRST WE THOUGHT YOU WERE DEAD... THEN WE HEARD YOU WERE KID-NAPPED ...AND NOW --

STUFF IT, FOSWELL!

BUT WE WERE WORRIED ABOUT YOU, SIR --

I'D WORRY ABOUT KEEPING MY JOB IF I WERE YOU, Mrs. ODETTS!

NOW GET BACK TO WORK -- EVERY-BODY --

-- BEFORE I FIRE EVERY LAST ONE OF YOU!

SLAM

...WHEN, IN REALITY, HE WAS SHAKING IN HIS FIVE HUNDRED DOLLAR ITALIAN SHOES.

OKAY, OKAY --! I WASN'T THERE TO SEE IT;

BUT I'D BET A MONTH'S SUPPLY OF WEB-FLUID THAT JAMESON WAS OBSESSING ON THAT HUMILIATING VIDEO-TAPE...

...WONDERING HOW HIS PRECIOUS REPUTATION -- SUCH AS IT WAS --

CONVINCING HIS EMPLOYEES THAT HE WAS HIS CONFIDENT, BLUSTERY OLD SELF...

-- WOULD SURVIVE IF THE TAPE WAS RELEASED TO THE PUBLIC.

BUT GIVE JONAH THIS: HE'S A SURVIVOR.

CLIK CLAK CLIKKITY CLIK CLAK

THOSE WHEELS IN HIS BRAIN STARTED SPINNING -- AND HE DECIDED TO WIN THE WAR BEFORE THE FIRST BATTLE WAS EVEN FOUGHT.

LYING. IN PRINT. AS OFTEN AND AS SHRILLY AS POSSIBLE.

THE EDITORIAL -- WHICH, NATURALLY, RAN BENEATH A HEADLINE THAT SCREAMED...

"SPIDER-MAN AND MYSTERIO KIDNAP BUGLE PUBLISHER" -- WAS...

WELL, I THINK YOU CAN FIGURE IT OUT FOR YOURSELVES.

HOW? BY DOING WHAT HE'D ALWAYS DONE WHEN HE FELT THREATENED BY ME:

IT WAS, AS I RECALL, A GORGEOUS AFTERNOON IN MANHATTAN. CLEAR SKIES. A REFRESHING NIP IN THE AIR.

THE KIND OF DAY THAT PUTS A BOUNCE IN YOUR STEP. A SONG IN YOUR HEART.

SKRATOONPHK

A SPHINX ON YOUR HEAD.

SPHINX

WHAT ARE YOU *DOING*, QUENTY? WHY ARE YOU MAKING ME PUT ON THIS... *THIS RIDICULOUS* COSTUME?

RIDICULOUS? Ah, MY DEAR -- YOU DON'T *UNDERSTAND!* THESE PEOPLE... AND THEIR *MUNDANE* LITTLE LIVES... NOW *THEY* ARE WHAT *I CALL* RIDICULOUS!

ONLY DREAMS, ONLY *ILLUSIONS*, HAVE SUBSTANCE!

AND TODAY, AT LONG LAST -- THE ILLUSION WILL *SUPPLANT* THE REALITY!

TODAY, AT LONG LAST, *MYSTERIO'S* VISION --

KLIK

-- WILL TRANSFORM THE WORLD!

AND IT DID: IN THE WINK OF AN EYE, MIDTOWN MANHATTAN BECAME DOWNTOWN EGYPT, CIRCA 1300 B.C.

THE RESULT, BETSY LEARNED, OF AN EXPERIMENTAL VIRTUAL REALITY MACHINE BECK HAD BEEN WORKING ON FOR YEARS: IT WAS, HE CROWED, HIS CROWNING ACHIEVEMENT.

THE ULTIMATE TRIUMPH OF A TORMENTED LITTLE BOY WHO'D ALWAYS FOUND REALITY TOO FULL OF SORROW AND CRUELTY.

BECK WATCHED IN DELIGHT, BETSY IN HORROR, AS THE VR WAVE EMANATING FROM THE SPHINX MUSHROOMED OUT IN A FIVE MILE RADIUS...

...TRANSFIGURING EVERY MAN, WOMAN, AND SKYSCRAPER IN ITS HOLOGRAPHIC PATH.

WELL, WHAT DO YOU THINK?
WHAT DO YOU CARE WHAT I THINK?
YOU WERE READY TO KILL ME A FEW MINUTES AGO -- REMEMBER?
I'M SORRY I GOT ANGRY BEFORE! YOU'RE THE LAST PERSON ON EARTH I'D EVER WANT TO HURT! I LOVE YOU!
YOU WHAT?!
COME AWAY WITH ME, BETSY! BE MY BRIDE!
I'LL CREATE OUR OWN PRIVATE HAVEN -- WHERE WE CAN LIVE ... FAR WAY FROM THIS TERRIBLE WORLD... AND BE HAPPY!
THINK OF IT! A VIRTUAL UNIVERSE THAT CAN BE PARIS ONE DAY... LONDON THE NEXT!
BRADBURY'S MARS! BARRIE'S NEVERLAND! WE'LL CHANGE OUR IDENTITIES AT WILL! LIVE IN ANY CULTURE, ANY ERA!
JUST NAME IT, BELOVED -- AND I'LL MAKE IT FOR YOU!
QUENTY..?
YES, DARLING?
GROW UP!
WE'RE NOT CHILDREN ANY MORE! WE CAN'T STICK OUR HEADS IN THE SAND AND LIVE IN FANTASY WORLDS!
TIME TO GET THAT RIDICULOUS SALAD BOWL OFF YOUR HEAD AND FACE REALITY!
SO SHUT OFF THAT MORONIC MACHINE OF YOURS... AND LET ME OUT OF HERE!
I'D BE HAPPY TO DISCUSS THIS FURTHER WITH YOU, BELOVED --
"BELOVED"?
-- BUT I SEE THAT SPIDER-MAN HAS FINALLY ARRIVED!
SO WHY DON'T YOU GO BELOW AND PONDER OUR JOYOUS FUTURE TOGETHER --
CLIC
-- WHILE I DEFEAT MY MOST HATED FOE... IN YOUR HONOR! IN YOUR NAME!
QUENTIN, FOR HEAVEN'S SAKE -- DIDN'T YOU HEAR A WORD I --
SPROING
-- SAID --?!?
GUESS NOT!
TRAPPED IN THE BELLY OF THE SPHINX, BETSY SCHNEIDER PONDERED A FUTURE AS Mrs. MYSTERIO.

OUT ON THE STREETS, I FOUND MYSELF TRANSPORTED FROM EGYPT TO THE OLD **WEST**: BECK WAS TRYING TO **DISORIENT** ME BY WARPING REALITY; BUT I KNEW THAT, WHATEVER WEIRDNESS HE MANIFESTED, MY **SPIDER-SENSE** WOULD GET ME THROUGH.

WELL...

YEE-HAAA!

BAR

GET 'IM, PARDNERS!

..I HOPED IT COULD.

I MANAGED -- BARELY -- TO AVOID GETTING TRAMPLED BY THE **DALTON GANG**...

...BUT WHEN I FINALLY REACHED THE SPHINX, THINGS STARTED TO GET POSITIVELY...

...SURREAL.

THE WORLD WAS SHIFTING AND TILTING IN A HUNDRED DIRECTIONS AT ONCE. LIGHTS PINWHEELING AROUND ME. SOUND DISTORTING.

I WOULD HAVE THROWN UP IF I COULD'VE FIGURED OUT WHICH WAY UP **WAS**.

MYSTERIO (WHO APPARENTLY HAD A DEVICE IN HIS HELMET THAT ALLOWED HIM TO **SEE** REALITY EVEN AS HE **DESTROYED** IT) WAS, IN **MY** NAUSEATED OPINION...

...HAVING A MENTAL MELTDOWN OF MAJOR PROPORTIONS.

I'VE ENJOYED OUR CONFRONTATIONS TILL NOW, SPIDER-MAN! REALLY I HAVE!

BUT I HAVE TO PROVE TO BETSY, TO MY FATHER... TO ALL OF THOSE UNIMAGINATIVE IMBECILES OUT THERE WHO MOCKED, DEGRADED, AND HUMILIATED ME --

-- THAT I'M MORE THAN JUST A LOSER WITH HIS HEAD IN THE CLOUDS!

AND I THINK THEY'LL BELIEVE ME --

-- WHEN

-- I --

-- FINALLY --

-- KILL YOU!

SO REALITY CONTINUED TO MORPH -- AT AN ALARMING RATE.

SO YOUR POOR DISORIENTED NARRATOR CONTINUED TO HAVE HIS HEAD (WHEN HE HAD A HEAD) BASHED IN BY THE RABID MR. BECK.

JOE SMITH, MEANWHILE, FOUND HIMSELF AT THE BASE OF THE PYRAMID, DRESSED AS SCARLETT O'HARA (FOR SEVERAL SECONDS WE ALL FOUND OURSELVES IN "GONE WITH THE WIND").

PROTECTED FROM THE VR WAVE BY THE SPHINX'S REINFORCED CASING...

-- JOE WAS SEEKING A MORE... CIRCUMSPECT WAY OF TAKING MYSTERIO DOWN.

AND, LO AND BEHOLD -- HE FOUND IT!

CLIK

... HE MARCHED BRAVELY INTO THE BREACH. PREPARED FOR ANYTHING.

WELL... ALMOST.

"GAZING INTO EACH OTHER'S EYES, "BETSY WROTE IN HER MEMOIR, "WE WERE BOTH INSTANTLY **SMITTEN!**

"IN THAT MOMENT I REALIZED THAT WHAT I'D FELT FOR POOR QUENTIN WAS FRIENDSHIP, AFFECTION, PITY. BUT NOW, AT LONG LAST, I HAD FOUND TRUE LOVE!"

SMITH RUSHED TOWARD HIS SHACKLED SWEETIE, VOWING TO SAVE HER AND ALL OF NEW YORK.

I CONTINUED TO GET **TROUNCED.**

WUP

KRAK

NOW I KNEW WHAT I WAS SEEING... EXPERIENCING... WASN'T WHAT WAS ACTUALLY HAPPENING.

I KNEW THAT, BENEATH THE HOLOGRAPHIC HALLUCINATIONS, THERE WAS A **TANGIBLE** REALITY...

WHAM

... AND, IF I COULD JUST TOUCH THAT REALITY, EVEN FOR A **SECOND**...

... I COULD TAKE MYSTERIO DOWN.

SO I DECIDED ON A SOMEWHAT **RADICAL** COURSE OF ACTION;

I CLOSED MY EYES.

SHUTTING OUT ALL THE ILLUSORY INPUT THAT WAS OVERLOADING MY SENSES...

CLANG

... I COULD LET MY SPIDER-SENSE GUIDE ME...

... TO VICTORY.

BECK DIDN'T TAKE IT VERY WELL.

NO, NO, NO! IT ISN'T FAIR! I WAS WINNING!

AND I'M STILL GOING TO WIN!

RUMMMMMMMMM

NOW WHAT?!

IF I CAN'T DEFEAT YOU USING ILLUSIONS... I'LL HAVE TO RESORT TO -- GOD, I CAN'T BELIEVE I'M *SAYING* THIS! --*REALITY*.

I'VE JUST KEYED IN THE *SELF-DESTRUCT* SEQUENCE IN THE VR MACHINE!

WASN'T *THAT* INTELLIGENT?

JOKE ALL YOU WANT --

-- BUT IN FIVE SECONDS THE VRM IS GOING TO BLOW --

-- TAKING YOU... ME... *AND FIVE CITY BLOCKS WITH IT!*

YOU CAN'T! HUNDREDS, *THOUSANDS* OF PEOPLE WILL DIE!

I KNOW YOU, BECK! YOU'RE NOT A KILLER!

YOU DON'T KNOW ME AT ALL!

RUMMMMMMMMM

JOE...JOE *DARLING* -- DID YOU HEAR WHAT THEY *SAID* UP THERE? WE'RE ALL GOING TO *DIE!*

YOU'VE GOTTA *DO* SOMETHING!

BUT -- BUT *I* DON'T KNOW ANYTHING ABOUT *VRMs!*

I MEAN, I CAN'T EVEN PROGRAM MY *VCR* -- LET ALONE FIND A WAY TO SWITCH THIS THING --

-- OFF..?

FFF

WH-WHAT? THIS ISN'T *POSSIBLE!* WE SHOULD HAVE ALL BEEN *VAPORIZED* BY NOW!

WORK, YOU STUPID THING! *WORK!*

clik clik clik clik

WELL... MUST *GO!*

NICE *SEEING* YOU AGAIN, SPIDER-MAN! REGARDS TO THE *FAMILY!*

PFOOF

UH-UH!

"Uh-uh?"

Uh-Uh.

WHAT DOES THAT *MEAN? EXACTLY?*

IT MEANS *TWENTY TO LIFE* AT RYKER'S.

I HAD A *FEELING* THAT'S WHAT IT MEANT.

SPIDER-MAN... *THINK* ABOUT THIS A MINUTE!

YOU AND I... WE WERE JUST HAVING *FUN*, RIGHT? PLAYING A LITTLE *GAME* -- THE WAY ONLY WE CAN PLAY IT!

AND YOU *ENJOYED IT*... *ADMIT* IT!

NOW IF YOU'LL JUST LET ME GO -- WE'LL *BOTH* LIVE TO PLAY *ANOTHER* DAY!

KA-FWOOM

GAME'S OVER, Mr. M --

-- TIME TO COLLECT YOUR *MARBLES* --

-- AND GO *HOME!*

*I HAVE TO ADMIT IT WAS QUITE A PUNCH: YOU SHOULD'VE **SEEN** HIM SAILING ACROSS FIFTH AVENUE -- LANDING, QUITE **GRACEFULLY**, IN A DEPARTMENT STORE WINDOW.*

*AND THE ODDEST THING WAS: HE WAS **SMILING**. I GUESS THE GREAT AND POWERFUL MYSTERIO HAD ALREADY MADE HIS **ESCAPE**... INTO THE ONE PLACE WHERE HE COULD ALWAYS FIND SAFE HAVEN:*

TALL EAR BEAR

PULL AND TALL

PULL AND TALL BEAR

C'MON! *LET'S* PLAY!

TALL BEAR

MY NAME IS *HUGGY WUGGY* -- AND I *LOVE* YOU.

WON'T YOU *PLEASE* BE MY *FRIEND?*

TALKING BEAR

HUGGY WUGGY *SURE* NEEDS A *HUGGY WUGGY!*

HIS OWN MIND.

A FEW DAYS LATER, AT THE DAILY BUGLE (WITH YOURS TRULY IN TEETH-GRITTING ATTENDANCE)...

...JONAH JAMESON WAS PRESENTING JOE SMITH WITH A TEN THOUSAND DOLLAR REWARD, FOR --

10,000

-- SINGLE-HANDEDLY STOPPING MYSTERIO *AND* HIS PARTNER-IN-CRIME SPIDER-MAN FROM *DESTROYING* OUR FAIR CITY!

BUT Mr. JAMESON --

-- I DON'T THINK SPIDER-MAN HAD ANYTHING TO *DO* WITH --

AND I'D ALSO LIKE TO ANNOUNCE THAT I'VE HIRED MUCKRAKING JOURNALIST BETSY SCHNEIDER TO WRITE A SERIES OF *ARTICLES* FOR THE BUGLE --

-- DETAILING HER LIFELONG ASSOCIATION WITH QUENTIN BECK!

I DARESAY THERE MIGHT EVEN BE A BOOK IN IT IF --

HEY, *CHIEF* -- YOU BETTER COME *SEE* THIS!

PRESS

YOU'RE ON TV!

WHAT ARE YOU *BLATHERING* ABOUT YOU --

Oh, No *Oh, No! MYSTERIO'S VIDEO!*

MA-MA!

SPIDER-MAN DID THIS TO ME! *I KNOW IT WAS* HIM!

SOMETHING *AWRY,* Mr. J?

WELL, IT'S ONLY *ONE STATION* -- MAYBE NOBODY ELSE WILL --

HEY, CHIEF -- GUESS WHAT?

YOU'RE ON *EVERY SINGLE CHANNEL!*

I DON'T KNOW WHAT YOU'RE SO *UPSET* ABOUT J.J. -- YOU LOOK *TERRIFIC* ON THE TUBE! I MEAN, THE CAMERA *LOVES* YOU!

WHO KNOWS? MAYBE THEY'LL TURN THIS THING INTO *A SERIES!*

ARGH.

LOOKING BACK I CAN'T HELP BUT WONDER.

DROPPING THE TAPES OFF (ANONYMOUSLY, OF COURSE) AT EVERY STATION IN NEW YORK WAS BAD ENOUGH. DID I REALLY HAVE TO RUB IT IN LIKE THAT?

YEAH. I GUESS I DID.

HEY, LOOK -- THERE'S EGGHEAD PARKER!

PETER! HEY... PETER! IT'S GWEN... AND FLASH AND HARRY!

Y'SEE THE WAY HE IGNORED US, FLASHSTER?

AND THAT'S SOMETHING YOU'D KNOW ALL ABOUT.

WHAT'D I TELL YOU? TOTALLY SELF-ABSORBED.

BECAUSE ONCE THE ADVENTURE WAS OVER... I WAS BACK TO BEING PLAIN OLD PETER AGAIN: THE NERD-KING OF FORREST-HILLS.

HEY, HEY -- WHADDAYOU PICKING ON ME FOR? I DIDN'T DO ANYTHING!

Y'KNOW WHAT? I THINK GWENNIE'S GOT A THING FOR PARKER!

HARRY... WHY DON'T YOU GO STRAIGHTEN YOUR HAIR OR SOMETHING?

NO FRIENDS. AN AUNT WHO TREATED ME LIKE I WAS STILL IN DIAPERS. (OR SO IT SEEMED TO ME THEN.) SPIDER-MAN BEING BLAMED FOR ALL THE ILLS OF THE WORLD.

ANY WONDER I FLEW STRAIGHT TO THE SECURITY OF A MOVIE THEATER? TO DEEP SHADOWS, FLICKERING SCREENS...

MAN, THAT WILLIS O'BRIEN --

...AND THE UNBOUND REALMS OF THE IMAGINATION?

-- HE WAS *REALLY* SOMETHING.

*YOU CAN NEVER CAGE A MAN'S SOUL IF HIS MIND CAN STILL ROAM AND **DREAM**.*

*AND AS LONG AS THERE WERE **MOVIE NIGHTS** AT THE PRISON, AS LONG AS HE COULD CLOSE HIS EYES AND TRAVEL TO **OZ** AND **MARS** AND ANCIENT **ATLANTIS** --*

*-- QUENTIN BECK REMAINED **FREE**.*

*BUT HE **WASN'T** REALLY FREE: HE WAS JAILED BY HIS **PAST**.*

*BY A **MOTHER** WHO DIED TOO SOON. AND A **FATHER** WHO NEVER UNDERSTOOD HIM.*

TO THIS *DAY* I FEEL *SORRY* FOR THE GUY.

I MEAN, WITHOUT THE LOVE AUNT MAY AND UNCLE BEN GAVE ME... I COULD'VE ENDED UP JUST *LIKE* HIM.

S'FUNNY. WITH THE WISDOM OF HINDSIGHT, I CAN SEE THAT THAT ENCOUNTER WITH MYSTERIO -- WAS THE *END OF AN ERA*.

IN THE NEXT FEW WEEKS, AS I GREW ACCUSTOMED TO COLLEGE... AND IT GREW ACCUSTOMED TO ME... THE TENOR OF LIFE BEGAN TO CHANGE.

I REALLY STARTED TO COME INTO MY OWN... NOT JUST AS SPIDEY... BUT AS *PETER*.

BUT SOMETIMES I *MISS* THOSE EARLY, INNOCENT DAYS. I MEAN, AS THE YEARS PASS, THE VILLAINS SEEM TO GET MORE AND MORE *PSYCHO*... THE WORLD GETS UGLIER AND *UGLIER* --

-- AND IT ISN'T ALWAYS *EASY* HOLDING ON TO THE PASSIONS AND IDEALS THAT MADE ME BECOME SPIDER-MAN IN THE *FIRST* PLACE.

BUT DON'T WORRY, I'M NOT *GIVING UP*. IT'S NOT IN MY *NATURE*.

I'LL KEEP TRYING TO DO MY *BEST*.

AFTER ALL, I OWE IT TO *UNCLE BEN*... AND *AUNT MAY* --

-- AND TO *ALL OF YOU*.

THE END

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WEBSPINNERS
TALES OF SPIDER-MAN™

The SILVER SURFER® GOES WILD...

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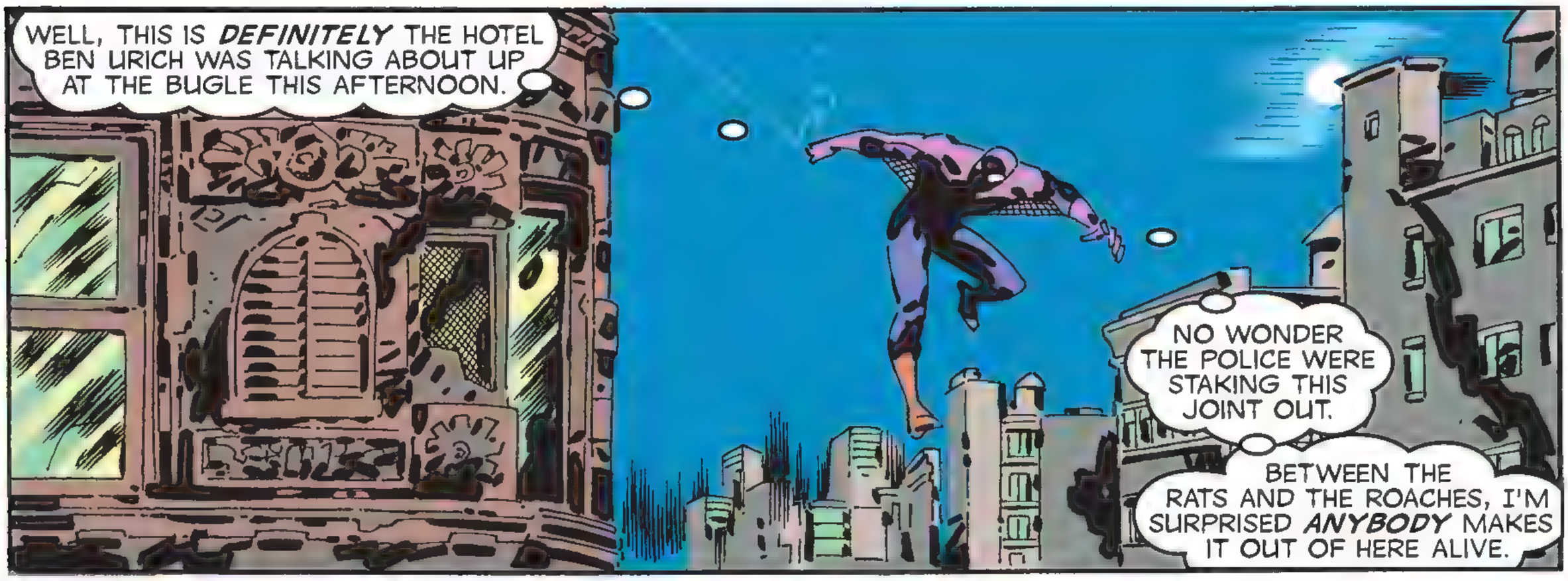
...and ONLY SPIDEY® CAN STOP HIM!

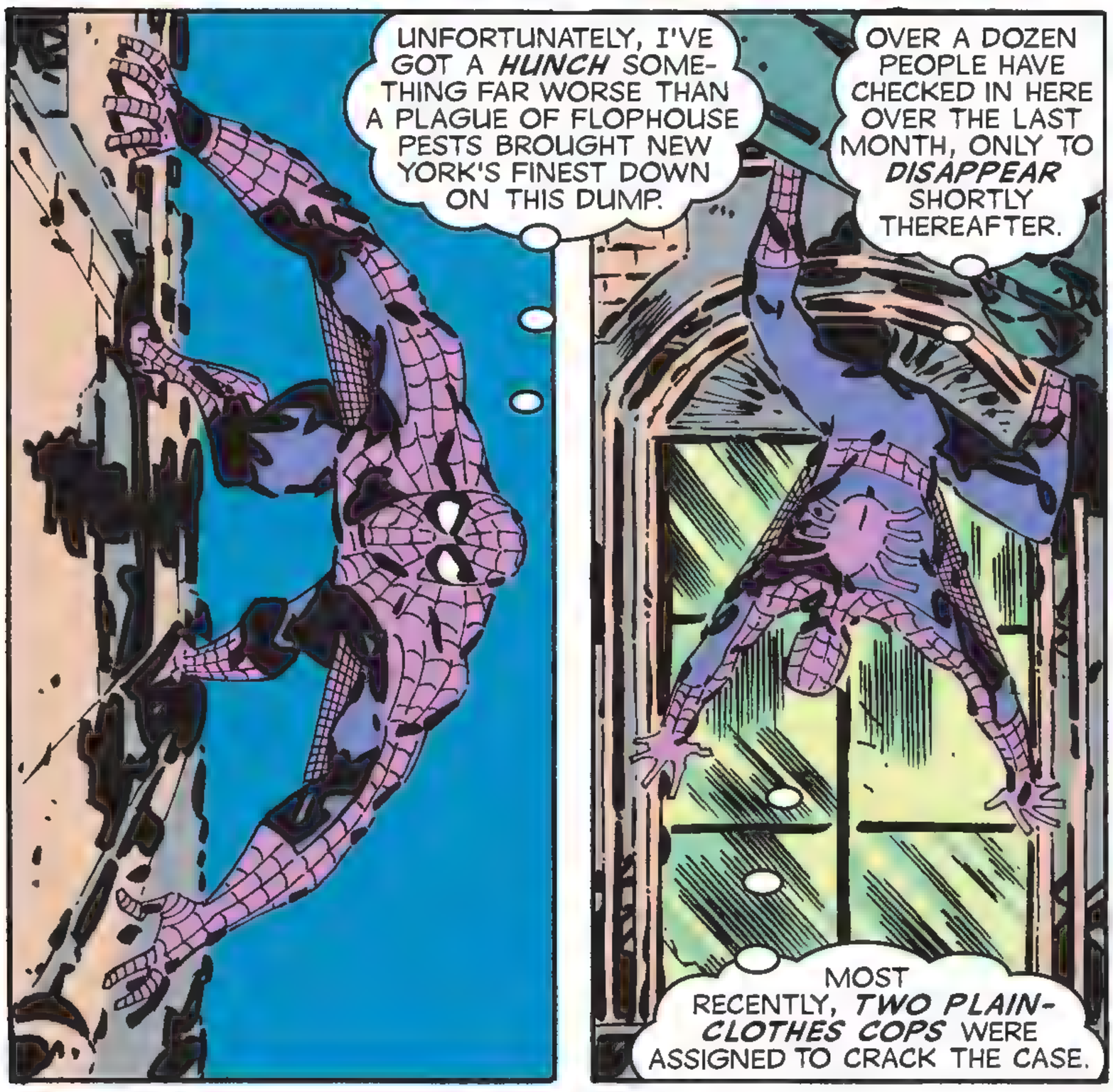
THE AMAZING SPIDER-MAN!

OUT OF THE BLUE (INTO THE RED)

ERIC STEPHENSON Writer | KEITH GIFFEN Penciler | ANDY SMITH Inker | DIGITAL CHAMELEON Colors | BenchMarK PRODUCTIONS Letters | RALPH MACCHIO Editor | BOB HARRAS Chief

THIS STORY OCCURS SHORTLY AFTER THE EVENTS CHRONICLED IN ***SILVER SURFER*** *Vol. 1., # 18.--*Ralf.





SO FAR, SO GOOD... CRACKED PLASTER, A RUSTY RADIATOR AND A B.O. STENCH THAT WOULD MAKE WEEK-OLD ROTTEN FISH SMELL APPEALING.

NOT EXACTLY UNCHARACTERISTIC OF A CLASSY ESTABLISHMENT LIKE THIS.

CALL ME CYNICAL, BUT I'D SAY OUR MISSING PERSONS WERE DUCKING THEIR BILLS AS OPPOSED TO DISAPPEARING.

WHICH EXPLAINS EVERYTHING, OF COURSE, ***EXCEPT*** WHAT HAPPENED TO THE TWO COPS WORKING THIS CASE.

THEY THOUGHT THEY HAD THEIR MAN...

...BUT AFTER STAKING THIS ROOM OUT FOR OVER A WEEK, THEY VANISHED WITHOUT A TRACE.

THEY TURNED UP TWO DAYS LATER, THOUGH, WITH HARDLY A BRUISE BETWEEN THEM, TELLING A WILD TALE ABOUT EVERYTHING THAT HAD HAPPENED HERE...

...BUT EVEN AFTER THE ENTIRE BUILDING WAS SEARCHED, NOTHING WAS FOUND TO SUPPORT THEIR CLAIMS.

?!

SAY, I COULD HAVE ***SWORN*** THERE WAS SOMETHING ON THE BED WHEN I FIRST CAME IN.

COULD BE I'M LETTING BEN'S STORY GET THE BEST OF ME...

...OR JUST ***MAYBE*** THERE'S MORE THAN MEETS THE EYE HERE, AFTER ALL.

ONLY ONE WAY TO FIND OUT FOR SURE!

I'LL SET MY SPIDEY SPY EYE UP TO SNAP PICS AT REGULAR INTERVALS...

...COVER THE CAMERA UP WITH SOME WEBBING THAT FITS RIGHT IN WITH THE ALREADY DREARY DECOR--

--AND WAIT TO SEE WHAT DEVELOPS!

THE NEXT MORNING...

WHAT DO YOU THINK THE DAILY BUGLE *IS*, PARKER? A *CHARITY*?!

IF I GAVE YOU A PENNY A POP FOR THESE PICTURES, I'D BE PAYING TOO MUCH!

YOU'RE GIVING ME SHOTS OF CAPTAIN AMERICA'S *BACKSIDE* FOR CRYIN' OUT LOUD!

I'M GENEROUS, PARKER-- TO A FAULT SOMETIMES-- BUT THESE PHOTOS STINK!

YOU KNOW WHAT ELSE? *EVERYTHING* YOU'VE BROUGHT IN LATELY HAS BEEN LOUSY!

IF I DIDN'T KNOW *BETTER*, I'D THINK YOU WERE TRYING TO TAKE ADVANTAGE OF MY *GOOD NATURE*, BUT EVEN SO...

...I'M NOT GIVING YOU ONE RED CENT FOR THESE PHOTOS!

WHAT?!! COME ON, MR. JAMESON-- YOU CAN'T BE SERIOUS!

THESE PICTURES AREN'T *THAT* BAD! MAYBE THEY'RE NOT MY BEST... BUT CAN'T YOU AT *LEAST* GIVE ME HALF RATE FOR 'EM?

I COULD REALLY USE THE DOUGH AND-- LOOK, YOU *KNOW* I'LL MAKE IT UP TO YOU ON THE NEXT BATCH!

NICE TRY, PARKER, BUT FORGET IT! IF YOU'RE LOOKING FOR A PAYDAY, TRY BRINGING ME SOMETHING LIKE *THIS!*

UNTIL THEN, DON'T BOTHER BRINGING ME ANYTHING AT ALL!

WOW, AND I BET YOU CONSIDER THAT A *PEP TALK!*

THANKS, MR. JAMESON-- FOR *NOTHING!*

HEY, PETE, YOU GOT A SEC?

LET HIM BE, NED. KID'S NURSING A BRUISED EGO.

MAN. I CAN'T REMEMBER THE LAST TIME MR. JAMESON ACTUALLY TURNED DOWN A BATCH OF PHOTOS...

...BUT, HONESTLY, I CAN'T SAY THAT I BLAME HIM.

"THAT PICTURE WAS FROM MY FIGHT WITH THE SILVER SURFER,* AN ALIEN WHO WAS STRANDED ON EARTH WHEN HE HELPED STOP HIS MASTER-- GALACTUS-- FROM MAKING OUR PLANET HIS LUNCH!"

*AS RELATED IN ***SILVER SURFER*** *Vol. 1, #14.* --Ralf

IT'S JUST MY LUCK THE DAILY GLOBE WOULD HAVE IT PLASTERED ON ITS ***FRONT PAGE.***

NO WONDER THE OL' TRIPLE J'S SO STEAMED!

THE SURFER WAS SUCH A TOUGH CUSTOMER, I DIDN'T EVEN HAVE TIME TO ***THINK*** ABOUT SNAPPING ANY PICS...

...NOT THAT I'D BE ABLE TO EXPLAIN ***THAT*** TO JOLLY JONAH.

SOMETHING WRONG, PETER? YOU LOOK TROUBLED...

YEAH... I CAN'T SEEM TO CATCH A BREAK THESE DAYS.

WORKING FOR A NEWSPAPER CAN BE DEMANDING, PETER. IT HAS ITS FRUSTRATIONS, JUST LIKE ANY JOB.

MAYBE SO, BUT ONLY ***THIS*** ONE HAS J. JONAH JAMESON!

THIS IS TRUE, BUT DON'T LET HIM GET TO YOU, PETER. YOUR LUCK WILL CHANGE.

SURE, AND KNOWING ME, IT'LL BE FOR THE WORSE!

AND, EVEN AS PETER PARKER PONDERS HIS LATEST PERSONAL CRISIS...

...AN HISTORIC RENDEZVOUS IS TAKING PLACE HALF A WORLD AWAY AS TWO DISTINCTLY ELUSIVE PARTIES MEET TO GRAPPLE WITH CONCERNS OF A FAR MORE GLOBAL NATURE.

LOOK **ALIVE**, YOU **GOLDBRICKS!** I WANT EVERY S.H.I.E.L.D.* AGENT OFF HIS DUFF AND ON HIS FEET!

WE'VE GOT **ROYALTY** COMIN' ABOARD THE HELLICARRIER! AN' I WANT 'EM TO KNOW THEY'RE STEPPIN' ONTO THE MOBILE COMMAND HEADQUARTERS O' THE GREATEST SPY OUTFIT IN THE BLASTED WORLD.

*BACK THEN IT WAS KNOWN AS THE SUPREME HEADQUARTERS INTERNATIONAL ESPIONAGE LAW-ENFORCEMENT DIVISION. --R.A.L.F.

YOU SURE THIS IS SUCH A GOOD IDEA, COLONEL?

WE DON'T KNOW ZIP ABOUT THESE YAHOOS AND--

COOL YER JETS, DUM DUM. I'VE GOT IT ON GOOD AUTHORITY THAT THESE FOLKS CAN BE ***TRUSTED***.

JUST SIT TIGHT AND LEAVE THE WORRYIN' TA ME.

YOU'RE THE BOSS.

I'M STILL SMARTIN' FROM THAT FRACAS WITH THE SILVER SURFER IS ALL...!*

YOU AND EVERYONE ELSE ON THIS TUB, YA OLD WALRUS-- WHY'D YA THINK I AGREED TA THIS LITTLE POWWOW IN THE FIRST PLACE?

*SILVER SURFER Vol. 1, #17. --Ralf Again

NOW PIPE DOWN-- HERE THEY COME!

GREETINGS, AGENTS OF S.H.I.E.L.D. WE ARE ***THE INHUMANS!****

I AM ***MEDUSA***. WITH ME IS ***GORGON*** OF THE THUNDERING HOOF.

*A RACE OF PEOPLE WHO DIVERGED FROM MAINSTREAM HUMANITY TWENTY-FIVE THOUSAND YEARS AGO AS A RESULT OF GENETIC EXPERIMENTATION PERFORMED ON THEM BY THE ALIEN KREE. THEY LIVE APART FROM MANKIND IN THEIR HIMALAYAN CITY CALLED THE GREAT REFUGE. =WHEW= --Ralf

AND OUR SOVEREIGN... ***BLACK BOLT!***

PLEASED TA MEET YA, YER... *Uh*... HIGHNESS. NOW, WHAT SAY WE CAN THE FORMALITIES AND GET DOWN TA THE NITTY GRITTY?

CERTAINLY, COLONEL FURY, AND FORGIVE ME FOR NOT INFORMING YOU SOONER-- BLACK BOLT DARE NOT ***SPEAK,*** LEST HE WREAK TOTAL ***HAVOC*** UTTERING EVEN THE SLIGHTEST SOUND!

YA DON'T SAY? MAYBE I'D BETTER SNUFF MY ***STOGIE,*** THEN-- I'D HATE TO MAKE 'IM ***SNEEZE!***

THAT'S UNNECESSARY, COLONEL. OF FAR GREATER CONCERN AT THIS MOMENT IS THE SILVER SURFER.

YEAH, ***TELL*** ME ABOUT IT! WANNA FILL ME IN ON YER SIDE O' THE MATTER?

"THERE IS LITTLE TO EXPLAIN... THE SILVER SURFER HAS GONE MAD!

"IT HAS BEEN MERE HOURS SINCE HE ATTACKED THE GREAT REFUGE, HIS SOUL AFLAME WITH RAGE!" *

*FOR THE FULL STORY, READ ***SILVER SURFER*** VOL. 1, #18. GOT IT IN MY COLLECTION! --Ralf Again

WE FEAR FOR THE WORLD AT LARGE SHOULD THE SURFER CONTINUE HIS RAMPAGE!

YOU CAME TO THE RIGHT PLACE THEN, PAL. S.H.I.E.L.D.'S BEEN BURNED BY THAT SLIPPERY SAM ONCE--

--AND IF I KNOW MY OL' FIGHTIN' PARD NICK FURY, IT AIN'T GONNA HAPPEN AGAIN!

BACK IN NEW YORK...

GWEN! CAPTAIN STACY! SORRY I'M SO *LATE!*

PETER, YOU LOOK *UPSET*. IS SOMETHING THE *MATTER?*

NAH, JUST THE USUAL SHENANIGANS AT THE BUGLE.

I DIDN'T MISS ANYTHING, DID I?

DEPENDS ON HOW WELL YOU KNOW THE MENU, SON. HOPE YOU DON'T MIND, BUT WE ALREADY ORDERED.

"THAT'S OKAY, SIR. I'LL... *Uh*.. JUST HAVE SOMETHING TO DRINK.

"I'VE GOT KIND OF A *WEIRD FEELING* IN MY STOMACH."

I HOPE YOU'RE NOT COMING DOWN WITH ANYTHING, PETER!

I'M HAVING A PARTY SATURDAY NIGHT AND YOU KNOW IT WOULDN'T BE THE SAME WITHOUT YOU!

I'M FINE, GWEN-- *SERIOUSLY.* AND THAT PARTY SOUNDS GREAT.

OF COURSE, IT'D SOUND EVEN BETTER IF I COULD GET THAT CONVERSATION WITH MR. JAMESON OUT OF MY HEAD!

"LEAVE IT TO HIM TO MAKE ME REALIZE HOW BAD I BLEW IT WHEN I HAD TO HANDLE THE SILVER SURFER.

"BUT WHAT'D I *EXPECT?* I'M NOT IN THE SAME LEAGUE AS THE FANTASTIC FOUR OR THE AVENGERS.

I FIGHT *COSTUMED CROOKS*-- THEY TAKE ON *ALIENS* AND GOD-BEINGS THAT EAT WHOLE *PLANETS!*

SO... HOW'S YOUR *AUNT MAY* BEEN, PETER?

GOOD, CAPTAIN STACY. SHE'S BEEN DOING REAL--

WHOA! MY *SPIDER-SENSE* JUST KICKED IN SOMETHING *FIERCE!*

"THERE'S *BIG TROUBLE* NEARBY, I CAN-- OH, *MAN!*

"TALK ABOUT YOUR CREEPY *COINCIDENCES*-- IT'S THE SILVER SURFER! MAYBE MY LUCK IS CHANGING, AFTER ALL!

"GWEN'LL SKIN ME ALIVE FOR CUTTING OUT ON HER AND CAPTAIN STACY, BUT NOW'S MY CHANCE TO GET SOME PICS THAT--"

KA RA KA

CHOOM

AIIIEEEE!

I CAN'T *BELIEVE* IT-- HE JUST BLEW THAT BUILDING FACADE TO *BITS!*

PETER, WHAT'S HAPPENING? THAT EXPLOSION--

I KNOW, IT WAS WAY TOO CLOSE FOR COMFORT! YOU BOTH SIT TIGHT-- I'M,... *Uh...* GOING TO SEE IF ANYONE S *HURT!*

NOW JUST YOU HOLD ON, LAD! YOU CAN'T JUST--

DON'T WORRY, CAPTAIN STACY-- I'LL BE RIGHT BACK!

JUST AS SOON AS I'VE FIGURED OUT WHAT'S GOTTEN INTO THE SILVER SURFER--

--AND TAKEN A FEW CHOICE PICS FOR THAT OLD SWEETHEART J. JONAH JAMESON TO BOOT!

WONDERFUL. THE DAMAGE TO THAT BUILDING LOOKS EVEN WORSE FROM UP HERE!

AS IF I NEEDED AN EXCUSE TO PREVENT THINGS FROM GETTING EVEN *FURTHER* OUT OF HAND!

WELL, LOOKY HERE! IF IT ISN'T EVERYBODY'S FAVORITE ***HOOD ORNAMENT*** OUT FOR A--

BRAKA

BOOOM

YAAAAAA!

OKAY, THIS ***OFFICIALLY*** DOES NOT MAKE SENSE!

THIS ***CAN'T*** BE THE SAME GUY I WATCHED RISK HIS LIFE TO SAVE A YOUNG KID WHO ACCIDENTALLY WANDERED INTO THE MIDDLE OF OUR FIGHT A FEW WEEKS BACK!

HE'S ACTING EVERY BIT THE CRAZED ALIEN MONSTER PEOPLE ***FEAR*** HIM TO BE!

"AND THE WAY HE'S FIRING THOSE BLASTS OF ***ENERGY***-- IT'S LIKE HE DOESN'T EVEN ***CARE!***"

RA KA TOM

OH, NO! THAT SIGN--

--IT'S FALLING STRAIGHT TOWARD THE DELI I JUST LEFT GWEN AND CAPTAIN STACY AT!

I DON'T EVEN WANT TO THINK ABOUT HOW I'D FEEL IF ANYTHING HAPPENED TO *EITHER* OF THEM!

DON'T KNOW IF I CAN COMPLETELY ***STOP*** IT-- I'LL HAVE TO HOPE THAT MY ***WEBBING*** CAN AT LEAST SLOW IT ***DOWN!***

EVEN WITH ALL MY ***STRENGTH***--IT'S LIKE TRYING TO HOLD BACK A ***SPEEDING TRAIN!***

THE ***STRAIN*** ON MY ARMS-- IS ***UNBEARABLE***-- BUT I ***CAN'T*** GIVE UP!

IT MAY BE NEARLY ***IMPOSSIBLE***--

--BUT IF I CAN MANEUVER THE SIGN ***JUST RIGHT***--

IT'S WORKING! THE WINDOW LEDGES AND OUTCROPPINGS ON THE SIDE OF THE BUILDING ARE SLOWING IT DOWN!

A LIBERAL AMOUNT OF WEBBING SHOULD HOLD THIS SUCKER IN PLACE LONG ENOUGH FOR THE AREA TO BE EVACUATED.

MY ARMS ARE *KILLING* ME, BUT--

SPIDER-MAN!

CAPTAIN STACY! ARE YOU AND YOUR DAUGHTER OKAY?

WE'RE FINE, LAD-- YOU SAVED OUR LIVES AND MANY OTHERS--

--BUT WHAT ABOUT *YOU?*

DO YOU THINK IT'S WISE FOR YOU TO GET INVOLVED WITH A MENACE AS POWERFUL AS THE SILVER SURFER?

NO, BUT NEITHER IS GOING A COUPLE ROUNDS WITH *DOC OCK* AND I'VE DONE THAT ON OCCASION AND LIVED TO TELL THE TALE. BESIDES... YOU HAVE A *BETTER* SUGGESTION?

YOU'D BE NO LESS A HERO FOR RECOGNIZING THAT YOU *DO* HAVE LIMITS, SPIDER-MAN.

DO WHAT YOU CAN TO HELP THOSE INJURED IN HIS WAKE-- BUT LEAVE THE SURFER TO SOMEONE BETTER SUITED TO DEAL WITH HIM.

LOOK, I APPRECIATE YOUR *CONCERN,* CAPTAIN STACY, BUT I'M NO QUITTER! I CAN HANDLE THIS-- I *HAVE* TO.

NOW, IF YOU'LL *EXCUSE* ME...

...I'VE GOT A SHINY, SURFING MANIAC TO CATCH!

OH, DADDY-- I JUST REMEMBERED PETER! DO YOU THINK HE'S OKAY?

PETER'S A RESOURCEFUL LAD, GWEN... I'M SURE HE'S FINE.

CAPTAIN STACY'S *RIGHT--* I OUGHT TO HAVE MY *HEAD* EXAMINED FOR GOING AFTER THE SURFER AGAIN!

WHAT CHOICE DO I HAVE, THOUGH? HE *IS* WAY OUT OF MY LEAGUE, BUT I CAN'T JUST STAND BY AND LET HIM TURN THE ENTIRE CITY INTO *RUBBLE!*

HEY, MAYBE I'M NOT ON MY OWN HERE, AFTER ALL-- IT LOOKS LIKE HE'S ZEROING IN ON THE FF'S ***BAXTER BUILDING*** HQ!

ACTUALLY, CONSIDERING THEIR HISTORY WITH OL' CHROME DOME, IT'S A LITTLE ODD THEY HAVEN'T MADE THE SCENE YET.

MAYBE I CAN DEFUSE THE SITUATION WITH MY TRADEMARK CHARM BEFORE THEY ***HAVE*** TO....

WHAT'S THE ***MATTER,*** TALL, BALD AND SHINY?

NONE OF YOUR ***FRIENDS*** WANNA COME OUT AND ***PLAY?***

FZAAK

UNGH! LOOKS HE'S STILL A LITTLE ***SENSITIVE*** ABOUT THE ***HAIR LOSS!***

Uh-oh... I'VE SEEN ***THAT*** LOOK BEFORE!

"IT MEANS, *'I'VE OPTED **NOT** TO BLOW UP ANY MORE BUILDINGS...*

"'...BECAUSE I'M GONNA FRY **YOUR** SPINDLY BUTT **INSTEAD!**'"

SHOOM

WE HAVE ***STRUGGLED*** BEFORE, SPIDER-MAN, BUT AS I SOUGHT TO ***UNDERSTAND*** YOU-- I ***STAYED*** MY HAND!

THIS TIME, YOU SHALL NOT BE SO FORTUNATE!

BRO-THER! NO *"HI,"* *"HELLO,"* OR *"HOW YA DOIN'?"*

JUST STRAIGHT INTO THE OLD *"ME MAD, YOU DIE!"* ***BIT!***

I THOUGHT THEY ONLY USED CORNBALL LINES LIKE ***THAT*** IN COMIC BOOKS!

JEST ALL YOU LIKE, SPIDER-MAN. YOUR FALSE BRAVADO MERELY EXPOSES YOUR FEAR OF SOMETHING YOU CANNOT COMPREHEND!

SUCH IS THE ***CURSE*** OF BEING HUMAN, SUCH IS THE --

THWIP

YOU KNOW, I ***HATE*** TO INTERRUPT YOU IN ***MID-SOLILOQUY...***

URMMF

...BUT I BELIEVE WE COVERED THAT AT OUR ***LAST*** MEETING OF ***AGITATED ALIENS ANONYMOUS!***

THANKS FOR SPEAKING UP, THOUGH...

...AND WATCH YOUR STEP ON THE WAY ***OUT!***

BAM

BOY, I'LL BET *THAT* HURT.

MAYBE I FINALLY KNOCKED SOME *SENSE* INTO THAT SILVER-PLATED SKULL OF--

WHRAKK

=HNNGH=

KABOOSH

SO QUICK TO *JUDGE!* SO QUICK TO *STRIKE OUT* IN HATRED!

SINCE MY EXILE ON EARTH FOR MY BETRAYAL OF THE WORLD-DEVOURER GALACTUS, I HAVE FALLEN PREY TO MANKIND'S ENDLESS ASSAULTS! BUT NO LONGER! *NO LONGER!*

I'LL BE HONEST WITH YOU, SURFER, I DON'T KNOW HOW YOU *DO* IT!

IF IT WERE *ME,* I'D GET *OFF* MY SOAPBOX *BEFORE* I GOT ON THE SURFBOARD!

ALL THE SAME, *GANGWAY--* I'M COMING ABOARD!

I THINK NOT.

EVEN YOUR INSECT-LIKE DEXTERITY IS NO MATCH FOR THE SPEED OF MY COSMIC-POWERED BOARD!

I WOULDN'T BE SO SURE ABOUT THAT, SMILEY!

PEEK-A-BOO!

TZAAK

YIKES! I WAS *REALLY* HOPING YOU WOULDN'T DO *THAT!*

I WAS KIND OF WISHING THIS WOULD BE *OVER* WITH BY NOW, TOO, BUT SO MUCH FOR *THAT!*

I HAVEN'T EVEN FIGURED OUT WHAT HIS BEEF IS YET, APART FROM A COUPLE OF RANDOM COMMENTS ABOUT US GOOD-FOR-NOTHING HUMANS!

WONDER WHAT COULD HAVE SET HIM OFF?

AND WHAT CAN I DO TO SHUT HIM *DOWN?*

MY WEBBING'S NEXT TO *USELESS* AGAINST HIM AND I CAN ONLY KEEP BOUNCING AROUND HIM FOR SO LONG!

I GUESS MY *BEST* BET IS TO GET HIM AS FAR AWAY FROM DENSELY POPULATED AREAS AS POSSIBLE AND THEN-- *HEY!*

KA

BOOM

WE'RE CLOSING IN ON *CENTRAL PARK!*

THIS OUGHT TO DO THE TRICK!

OR AT LEAST BUY ME SOME TIME TO FIGURE OUT WHAT *WILL!*

MEANWHILE, ACROSS TOWN AT THE DAILY BUGLE...

DO YOU KNOW WHERE *PARKER* GOT OFF TO, BETTY?

IF HE'S STILL MOPING AROUND, I'VE GOT AN *ASSIGNMENT* FOR HIM!

HE LEFT SOME TIME AGO, MR. JAMESON...

...BUT I THINK HE SPOKE TO *MR. ROBERTSON* ON HIS WAY OUT.

COULD SOMEBODY *PLEASE* TELL ME WHY THAT KID IS NEVER AROUND WHEN I ACTUALLY *NEED* HIM?

SPIDER-MAN AND THE SILVER SURFER ARE TAKING TURNS TEARING THE CITY APART AND HE'S PROBABLY OFF POLISHING HIS *MOTOR-BIKE!*

COULD BE YOU SCARED HIM OFF EARLIER, JONAH.

I *DID* TALK TO HIM AND HE SEEMED PRETTY *DISCOURAGED*.

HRRMPH! WHAT'S *THAT* SUPPOSED TO BE-- AN *EXCUSE?*

ALL I KNOW IS THAT I WANT SOMEONE ON THAT STORY, WHETHER IT'S PARKER OR NOT! YOU *HEAR* ME, ROBBIE?

LIKE YOU WERE USING A *MEGAPHONE,* JONAH.

BEN...

...FEEL LIKE DUSTING OFF YOUR OLD *NIKON?*

SURE, IF YOU DON'T MIND LOOKING AT PICTURES OF THE *LENS CAP!*

HEY, *LEEDS,* WHY DON'T YOU JOIN ME? BETWEEN THE *TWO* OF US, WE MIGHT ACTUALLY GET A STORY *AND* A COUPLE OF DECENT PHOTOS.

SOUNDS LIKE A PLAN, BEN!

I HOPE YOU DON'T THINK THAT TAKES PARKER OFF THE HOOK, ROBBIE!

I'VE HAD IT WITH HIS JOHNNY-COME-LATELY ROUTINE!

IT'S TIME SOMEONE TAUGHT THAT KID A THING OR TWO ABOUT *RESPONSIBILITY!*

AND, ALONG THOSE LINES...

HO-KAY, ANYTIME ***IRON MAN*** OR ***THOR*** WANT TO CUT IN, I'M READY, WILLING AND ***EAGER*** TO TAKE ON SOME ***HELP*** AT THIS POINT!

MAYBE CAPTAIN STACY WAS ***RIGHT***-- MAYBE I ***SHOULDN'T*** HAVE EVER GOT WRAPPED UP IN THIS MESS.

THWIP

LOOK ALIVE, HANDSOME!

?!

SPRONG

AT BEST, I'M KEEPING THE SURFER IRRITATED ENOUGH TO LEAVE THE REST OF THE CITY BE--

--BUT HOW LONG IS IT BEFORE HE GETS TIRED OF HORSING AROUND AND ***REALLY*** LETS ME HAVE IT?

SINCE NO ONE'S SHOWING UP TO LEND A HAND, I GUESS I'LL FIND OUT SOON ENOUGH!

I CAN'T GIVE UP, THOUGH! NO MATTER ***WHAT*** HAPPENS-- I'M NOT GOING TO QUIT NOW!

THE TIME FOR RESTRAINT IS PAST.

TRULY, YOU ARE THE ***MADDEST*** IN THIS MAD WORLD! YOU SOUGHT TO ***CHALLENGE*** THE SILVER SURFER--

--BUT WHAT ***MATCH*** ARE YOUR PALTRY POWERS--

--FOR ONE WHO WIELDS THE ***POWER COSMIC?!***

AND A PRETTY GOOD-SIZED *EGO*, TOO, CHROME DOME!

BAM BAM BAM BAM

IT'S NO WONDER YOU'RE SO *DOWN* ON EVERYBODY, SURFER--

--YOU'VE PLACED YOURSELF ON SUCH A *PEDESTAL* IT'S THE ONLY DIRECTION YOU CAN *LOOK* WITHOUT GETTING A *SORE NECK!*

YOU *REALLY* OUGHT TO TRY LIGHTENING UP! WE REGULAR FOLKS AREN'T HALF *BAD* ONCE YOU GIVE US A *CHANCE!*

NO! YOU *HAD* YOUR CHANCE!

ALL YOU'VE SHOWN ME IS YOUR CAPACITY FOR HATRED AND MISTRUST!

SO, THAT'S *IT*, HUH?

WE DIDN'T MEET UP TO *YOUR* EXPECTATIONS, SO YOU'RE READING *US* THE RIOT ACT?

I'LL TELL YOU *WHAT*, BALDY-- MAYBE I *DON'T* HAVE YOUR CRAZY POWER COSMIC AND MAYBE I *AM* NUTS FOR STANDING UP TO YOU--

--BUT I THINK THAT ***STINKS!***

WHRAM

I MEAN, JUST *WHO* DO YOU THINK YOU'RE *FOOLING?*

YOU'RE AS HATE-FILLED AND VIOLENT AS *ANYONE* ON THIS PLANET!

WHOK

YOU KNOW WHAT WE CALL GUYS LIKE YOU ON OUR PUNY LITTLE PLANET--*HYPOCRITES!*

OH, BOY. THIS IS GOING TO *HURT*, ISN'T IT?

THWAK

Kaff-Kaff HAH! IS THAT *BEST* YOU'VE G-GOT?

OR YOU GONNA REALLY H-HIT ME THIS T-TIME?

INCREDIBLE! EVEN AT THE MOMENT OF YOUR OWN *DEMISE*... *WITTICISMS!*

I'VE HAD ENOUGH OF THEM.

KRAKA

CHOOM

UNNGHH... WELL, I THINK I'VE JUST ABOUT =NNGH= ***EXHAUSTED*** MOST OF MY ***NEWER*** MATERIAL SO... YOU'RE IN ***LUCK.***

OH, ***MAN--*** MY ***SPIDER-SENSE*** IS GOING ***NUTS!*** BUT...

WAIT A SECOND! SOME BOZO IN A ***TRENCH COAT!*** WHAT'S ***HE--***

THAT GUY'S... ***WATCHING...*** LIKE HE HAS AN... ***INTEREST*** IN THE ***OUTCOME*** OF OUR FIGHT.

SURFER FIRST CAME TO EARTH... AS A PAWN OF ***GALACTUS...****

*AS DETAILED IN THE NOW CLASSIC ***FANTASTIC FOUR*** #'S 48-50!-- Retro Reader Ralf

"...WHAT IF HE'S BEING ***MANIPULATED*** NOW... BY SOMEONE ***NEW?***"

MAGNIFICENT! AFTER ***MONTHS*** OF LABOR, MY ***GOAL*** IS FINALLY WITHIN ***REACH!***

ONLY BY COMPLETELY ***CORRUPTING*** THE SILVER SURFER COULD MY PLAN TRULY ***SUCCEED...***

...AND WHAT BETTER WAY TO ***TWIST*** HIS FRAGILE PSYCHE THAN BY PITTING HIM AGAINST THIS WORLD HE HOLDS SO DEAR?

EVEN SPIDER-MAN'S UNEXPECTED INVOLVEMENT HAS WORKED TO MY ADVANTAGE.

THE SURFER'S ***REVERANCE*** FOR EARTH'S HEROES MAKES HIS ALREADY TORMENTED SOUL EVEN MORE MALLEABLE TO MY MACHINATIONS...

...TRANSFORMING SPIDER-MAN'S ***DEFEAT*** INTO THE CROWNING ACHIEVEMENT IN MY ALREADY ***FAULTLESS*** PLAN!

AND, WITH MY MOMENT OF TRIUMPH AT HAND, THE TIME FOR **PRETENSE** IS PAST.

I NEED BUT ADJUST THE CONTROLS OF MY **PSYCHO RAY** TO INCREASE MY CONTROL OVER THE SURFER'S **EMOTIONS...**

...THUS BRINGING THIS BATTLE TO ITS **INEVITABLE** CONCLUSION...

...AND PLACING THE SILVER SURFER NOW AND FOREVER IN THE HANDS OF THE **PSYCHO MAN!**

TOO LONG HAVE I SPOKEN WITH THE VOICE OF ***REASON!***

TOO LONG HAVE I ***RESTRAINED MYSELF*** IN THE FACE OF THIS WORLD'S BLIND HATRED AND UNRELENTING ***MADNESS!***

BUT ***NO MORE!***

THIS IS THE DAY THE SILVER SURFER ***STRIKES BACK--***

--AND ***SPIDER-MAN*** WILL BE BUT THE ***FIRST*** TO FALL!

AS IF WE HAVE TO TELL YOU!

TO BE CONTINUED!

MARVEL® COMICS

MAY #5

APPROVED BY THE COMICS CODE AUTHORITY

WEBSPINNERS™

TALES OF SPIDER-MAN®

IN THE GRIP OF PSYCHO-MAN!™

STEPHENSON
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THE AMAZING SPIDER-MAN!

STAN LEE PRESENTS:

BROKEN!

THE FIRST THING **PETER PARKER** LEARNED WHEN HE BECAME **SPIDER-MAN** WAS THAT GREAT **POWER** MUST BEGET AN EVEN GREATER **RESPONSIBILITY.** IT WAS AN IMPORTANT LESSON, AND ONE THAT SHAPED HIM INTO THE **HERO** HE'S BECOME. EVEN HEROES HAVE **LIMITS,** THOUGH...

...AND MERE MOMENTS AGO, PUSHED WELL PAST THE POINT OF BREAKING BY THE RELENTLESS MIGHT OF THE **ALIEN SILVER SURFER,** SPIDER-MAN SUCCUMBED TO HIS LIMIT!

ERIC STEPHENSON	KEITH GIFFEN	ANDY SMITH with JIMMY PALMIOTTI, SCOTT ELMER & RODNEY RAMOS	DIGITAL CHAMELEON	BENCHMARK PRODUCTIONS	RALPH MACCHIO	BOB HARRAS
Writer	Penciler	Inks	Colors	Letters	Editor	Chief

OKAY, MEN! THE WALL-CRAWLER'S DONE HIS ***BEST!***

NOW, IT'S UP TO ***US!***

WHAT FRESH ***MADNESS*** IS THIS?

DO YOU TRULY BELIEVE YOU CAN ***PREVAIL*** WHERE SPIDER-MAN ***FAILED?***

THAT YOUR PUNY ***WEAPONS*** COULD EVER ***HARM*** ONE WHO HAS ENDURED THE SEARING HEAT OF A ***SUPERNOVA?***

KRAKA

CHOOM

FOOLS!

GNATS!

MINE IS THE ***POWER COSMIC!***

THOUGH I HAVE BEEN ***MAROONED*** ON EARTH SINCE BETRAYING MY ***MASTER,*** THE GREAT ***GALACTUS,*** I WILL SUFFER HUMANITY'S VIOLENCE NO LONGER!

TO ***CHALLENGE*** THE SILVER SURFER IS TO ***COURT--***

SUDDENLY... A STRANGE ***CONFUSION*** OVERCOMES ME...!

WHAT HAS ***HAPPENED*** TO ME? WHY AM I ***HERE?***

WHAT HAVE I DONE?!!

THOUGH I SEE IT ALL WITH MY OWN EYES, MY MIND CAN SCARCELY COMPREHEND THE *TRUTH!*

A CITY LIES *RAVAGED*-- BY *MY* HAND!

AND *YOU*-- *SPIDER-MAN*-- BROKEN AT MY FEET!

B-BROKEN...? JUST CATCHIN'...

...S-SECOND WIND...!

NO! THIS WAS NOT MEANT TO *BE!*

TO ME, MY BOARD!

I MUST *LEAVE* THIS PLACE AT *ONCE*--

--LEST I CAUSE *MORE* UNDUE *CARNAGE* AND *DESTRUCTION!*

THAT'S IT... HOP ON... BOARD AND FLY AWAY...

...BEFORE I G-GET UP AND... AND...

THUD

WHADDAYA *STANDIN'* THERE FOR?!! I WANT THE *PARAMEDICS* OUT HERE, *NOW!*

THIS GUY'S SERIOUSLY *MESSED UP!*

NICE.

VERY NICE.

THIS SPIDER MAN'S UNEXPECTED INVOLVEMENT IN MY LITTLE SCHEME HAS PROVED TO BE PHENOMENALLY **BENEFICIAL**

EVEN I HAD NO IDEA HOW IMMENSELY **SATISFYING** BREAKING THE SILVER SURFER'S **WILL** WOULD BE...

EAR

DUBT

...WHEN PITTED AGAINST ONE OF EARTH'S SELF-STYLED **HEROES.**

MY **PSYCHO RAY** HAS SERVED ME **WELL.**

WITH THE **MODIFICATIONS** I'VE MADE IN ITS **DESIGN,** IT IS MORE **EFFECTIVE** THAN EVER.

NOW, NOT ONLY IS IT CAPABLE OF ALTERING THE **EMOTIONS** OF MY VICTIMS, BUT IT CAN DO SO FROM A **DISTANCE.**

IT MADE TOYING WITH THE SURFER EVEN **SIMPLER** THAN I'D PREDICTED POSSIBLE...

...THOUGH, IN THE END, ACTUALLY TURNING THE RAY **OFF** RESULTED IN A FAR MORE **INTENSE** REACTION THAN THE **HATRED** I INDUCED.

SUCH SUBTLE **IRONY.** I WONDER IF ANY BUT I--WHO HAVE COME TO THIS PLANET FROM THE MICROVERSE OF SUB-ATOMICA--COULD APPRECIATE IT?

RELEASING THE SILVER SURFER FROM THE EFFECTS OF MY PSYCHO RAY NOT ONLY **INCREASED** HIS EMOTIONAL **TORMENT...**

"...IT SAVED SPIDER MAN'S **LIFE!"**

...LIVE AT ***CENTRAL PARK,*** THE SCENE OF THE SURFER'S ***RAMPAGE,*** WHERE ***PARAMEDICS*** ARE ARRIVING TO TEND TO THE SERIOUSLY INJURED ***SPIDER-MAN!***

WEEEOOOOWE

WHOA! SLOW ***DOWN,*** FELLA! TAKE IT ***EASY!***

I--I'M *ALL RIGHT.* JUST NEED TO C-CATCH MY ***BREATH...!***

YOU NEED TO DO MORE THAN ***THAT!***

WE NEED TO GET YOU TO THE ***HOSPITAL--!***

FORGET IT. I SAID I'M ***F-FINE.***

GOTTA FIND THE ***SURFER...***

...AND THAT ***OTHER*** ALIEN!

SPIDER-MAN, YOU'VE TAKEN A REAL ***POUNDING.*** YOUR MIND'S PLAYING ***TRICKS*** ON YOU.

YOU NEED TO LET THESE MEN GET YOU SOME ***HELP.***

CAPTAIN STACY.

WHAT ARE YOU SUGGESTING, THAT I *IMAGINED* THIS OTHER GUY?

I'M *SUGGESTING* YOU LET THE *DOCTORS* DO THEIR *JOB* BEFORE YOU START CHASING *SHADOWS*, SON.

NO CAN DO, CAPTAIN. THERE WAS *SOMEONE* OUT THERE, *CONTROLLING* THE SURFER--

BUT THAT'S *PREPOSTEROUS!* NO ONE *SAW* ANYBODY ELSE!

WRONG. *I* DID.

AND AS MUCH AS I'D LIKE TO HAVE THE DOCS EASE MY *ACHES* AND *PAIN* RIGHT NOW...

...I HAVE A FEELING WE'LL *ALL* BE IN A WORLD OF HURT IF I DON'T GET TO THE *BOTTOM* OF THIS MESS!

THWIP

EVEN THOUGH CAPTAIN STACY'S *RETIRED* FROM THE POLICE FORCE, I GUESS IT'S ONLY *NATURAL* FOR HIM TO *DOUBT* MY STORY.

THERE'S NO *EVIDENCE* THAT WEIRD ALIEN GUY WAS LURKING AROUND WHILE THE SURFER AND I WERE DUKING IT OUT...

...AND IF I'M THE ONLY ONE WHO *SAW* HIM, MY STORY IS ABOUT AS CREDIBLE AS THE YARN THAT PROMPTED ME TO CHECK OUT THAT OLD HOTEL LAST NIGHT!*

JUST CALL ME THE PATRON SAINT OF *WILD GOOSE CHASES!*

ACTUALLY, KNOWING *MY* LUCK, THIS MYSTERIOUS ALIEN IS PROBABLY RESPONSIBLE FOR BOTH THE SURFER'S SUDDEN CHANGE IN BEHAVIOR *AND* THE HOTEL DISAPPEARANCES!

*LAST ISSUE
--Old Ralf.

MEANWHILE, HIGH ABOVE EVEN THE LOFTIEST REACHES OF NEW YORK'S SKYLINE...

...THE SILVER SURFER LAMENTS...!

WHAT STRANGE NEW ***MADNESS*** HOLDS ME NOW IN ITS ***THRALL?***

CAN IT BE THAT MY ***EXILE*** ON THIS SAVAGE PLANET HAS FINALLY ERODED MY ABILITY TO ***REASON?*** DESTROYED MY FAITH IN ***MERCY*** AND ***LOVE?***

LIKE AN INSOLENT ***CHILD,*** I FLAUNTED MY ***POWER--*** ENDANGERING THE VERY LIVES I SOUGHT TO ***PRESERVE*** WHEN I CHALLENGED THE WILL OF THE WORLD-DEVOURING ***GALACTUS!****

*IT HAPPENED IN THE NOW CLASSIC ***FANTASTIC FOUR*** #50. FOR SHAME IF YOU DON'T KNOW THE WHOLE STORY! --Read-'em-all Ralf!

LONG HAVE THE HUMANS ***HATED*** AND ***FEARED*** ME--

--EVEN AS I STROVE TO ***AID*** THEM-- TO ***ENLIGHTEN*** THEM!

BUT NOW...

NOW, MY CARELESS ***RAGE*** HAS ***CONFIRMED*** THEIR FEARS-- GIVEN ***REASON*** TO THEIR ***HOSTILITY--***

--AND MADE ME, MORE THAN EVER, A ***TARGET*** FOR THEIR ***DISTRUST!***

AND, WHILE ON THE SUBJECT OF HOSTILITY AND DISTRUST...

I'M *SORRY*, MR. JAMESON, BUT I DON'T KNOW WHAT ELSE TO *SAY*...

WHAT WITH ALL THE *DAMAGE* THE SURFER HAD DONE TO THE CITY, TRAFFIC WAS *IMPOSSIBLE!*

SO YOU *SAID*.

BY THE TIME WE GOT TO *CENTRAL PARK*, BOTH *SPIDER-MAN* AND THE *SURFER* WERE *GONE!*

I *HEARD* YOU THE *FIRST* TIME, LEEDS!

WHAK

WHAT'RE YOU TRYING TO DO-- *RUB IT IN?!*

I PAY YOU PEOPLE TO WRITE *STORIES*, NOT MAKE UP *EXCUSES!*

BUT--

SAVE IT, NED!

I DON'T WANT TO HEAR A *PEEP* OUT OF YOU OR YOUR BUDDY *BEN URICH*--

"--UNLESS ONE OF YOU HAPPENS TO KNOW WHERE IN SAM HILL *PARKER* IS!"

MAN, AM I EVER GLAD I MOVED INTO THE *CITY!* I'D NEVER BE ABLE TO EXPLAIN ALL THESE CUTS AND *BRUISES* TO *AUNT MAY!*

ACTUALLY, I'M HAVING A HARD *ENOUGH* TIME RATIONALIZING THIS TO *MYSELF!*

MY *SPIDEY COSTUME* WAS SO BADLY *DAMAGED* DURING THE FIGHT, I HAD TO STOP IN TO GET A *NEW ONE*--

--BUT IF I HAD ANY *SENSE*, I'D BE MAKING THIS AN *EXTENDED STAY!*

SHEESH, WHAT AM I *SAYING?* I'VE GOT TO GET BACK OUT THERE AND FIND THE SURFER!

BETTER MAKE IT *FAST*, TOO. LAST THING I NEED IS *HARRY* WALTZING IN HERE TO ASK A BUNCH OF--

--QUESTIONS!

PETE! I WAS *HOPING* I'D FIND YOU HERE -- GWEN'S WORRIED *SICK* ABOUT YOU!

OUCH! AND WITH *GOOD REASON,* APPARENTLY!

WHAT HAPPENED, *SPORT?*

I, *Uh*... I WAS TAKING *PHOTOS* OF SPIDER-MAN'S FIGHT WITH THE SILVER SURFER.

I GUESS I GOT A LITTLE TOO *CLOSE* TO THE *ACTION!*

I'LL SAY! IF I WERE *YOU* I'D HAVE MY *HEAD* EXAMINED-- AND *THEN* I'D FIND ANOTHER LINE OF *WORK!*

LANDING AN *EXCLUSIVE* FOR THE DAILY BUGLE ISN'T WORTH A *BROKEN NECK!*

SURE. I'LL KEEP THAT IN MIND, *AUNTIE OSBORN.*

AW, JEEZ! YOU'RE AS *STUBBORN* AS OL' *WEBHEAD!*

WHAT WAS SPIDEY *THINKING,* ANYWAY? HE'S NO MATCH FOR THE *SURFER!*

I HEARD ON THE RADIO THAT THE ARMY IS GOING TO TRACK HIM DOWN NOW, BUT IF YOU ASK ME --

--THE SILVER SURFER'S EVEN OUT OF *THEIR* LEA-- *HEY!*

SORRY, HARRY-- YOU'LL HAVE TO FILL ME IN *LATER!*

"I'VE GOT SOME PRESSING BUSINESS TO ATTEND TO!"

THAT'S SWELL. EVEN MY *ROOMMATE* THINKS I'M IN OVER MY *HEAD!*

I CAN'T WORRY ABOUT THAT *NOW,* THOUGH, ESPECIALLY IF HARRY'S RIGHT ABOUT THE *ARMY* GETTING INVOLVED.

MY GUT TELLS ME THERE'S SOME *LINK* BETWEEN THE SURFER AND THAT *MYSTERY MAN* FROM THE *PARK.*

I'VE GOT TO FIND OUT WHAT IT IS BEFORE IT'S TOO LATE!

ELSEWHERE...

ROOMS

THIS AFFAIR HAS GONE WELL. BETTER EVEN THAN I'D DARED HOPE.

IT IS AT LAST TIME TO PROCEED TO THE FINAL PHASE OF MY PLAN.

I'VE OBSERVED THE SILVER SURFER FOR ***MONTHS*** NOW, ALL THE WHILE SOWING THE SEEDS OF HIS ***EMOTIONAL COLLAPSE***.

EVEN WITHIN THE MOST IMMENSELY POWERFUL OF BEINGS, LIES THE KEY TO THEIR OWN DESTRUCTION...

...AND NEVER HAVE I ENCOUNTERED A ***PSYCHE*** SO PLAGUED BY ***DOUBT***, SO RIPE FOR MANIPULATION.

MASTERING THE SURFER'S EMOTIONS WAS BUT THE FIRST ***THREAD*** IN A FAR MORE COMPLEX ***TAPESTRY***, HOWEVER.

WHEN ALL IS DONE, THIS VICTORY WILL ***PALE*** BEFORE THE ***TRIUMPHS*** THAT LOOM AHEAD.

STILL, THERE ARE PREPARATIONS TO BE MADE.

NOTHING IS ASSURED WHILE I REMAIN IN **EXILE** ON THIS WORLD--

AND ONLY BY BINDING THE SILVER SURFER TO MY WILL CAN I AT LAST DEPART!

ONLY THEN CAN I RETURN TO MY **HOME** IN THE CLUSTER WORLDS OF **SUB-ATOMICA**-- WORLDS SO **SMALL** THAT THEY ARE UNDETECTABLE TO EARTH'S MOST POWER FUL **MICROSCOPES!**

WHAT A **RELIEF** IT WILL BE THEN, TO RID MYSELF OF THIS CUMBERSOME **EXO-SUIT** CREATED TO DISGUISE MY MINIATURE FORM.

BEFORE PSYCHO MAN CAN CONTINUE...

KLAK KLAK KLAK KLAK

INSECTIVORIDS!

THEN MY MOST LOATHED **ENEMY** HAS FOUND ME AT LAST!

TIK TIK TIK TIK TIK

THESE VILE CREATURES ARE SO **MINDLESS...**

...SO UNFEELING...

...THAT MY PSYCHO RAY IS **USELESS** AGAINST THEM!

BUT, EVEN WITHOUT MY MOST PRIZED WEAPON

I AM STILL THE **SUPERIOR** OF THESE INSIPID **DRONES!**

SH BOOM

SO QUICKLY THEY FLEE...

...BUT NOW THAT I AM **FOUND,** THEY WILL ALMOST CERTAINLY RETURN.

I MUST PROCEED WITH **HASTE**-- NOW MORE THAN **EVER!**

KLAK KLAK KLAK

MEANWHILE, THOUSANDS OF FEET ABOVE THE EARTH...

WHAT'S OUR *STATUS*, DUM DUM?

WE'VE GOT AN EXACT *PINPOINT* ON THE SURFER AND WE'RE STANDING BY TO *INTERCEPT*, COLONEL.

WE... *Uh*... JUST HEARD FROM THE *PENTAGON*, TOO, NICK.

THEY'RE GIVIN' US THE GO-AHEAD ON THE *SONIC SHARK*.

=HRMPH=

I GUESS THIS IS IT, THEN.

COLONEL FURY... ARE YOU *CERTAIN* YOU WANT TO DO THIS?

THE SONIC SHARK IS AN *EXPERIMENTAL* MISSILE. IT CAN HARNESS AND UNLEASH *COSMIC ENERGY*, AND WHEN IT WAS *ORIGINALLY* USED ON THE SILVER SURFER...

...IT ALMOST TOTALLY DRAINED HIS POWER.*

THIS TIME, HE MAY NOT *SURVIVE*.

*BACK IN **F.F.** Vol.1, #72 -- Researcher Ralf.

I KNOW, SITWELL...BUT IT'S THE ONLY THING WE'VE GOT THAT CAN TAKE HIM DOWN! AN' IF IT MEANS SAVIN' INNOCENT LIVES...

=SIGH= I HATE ALL THIS SCI-FI STUFF. S.H.I.E.L.D.'S AN ESPIONAGE UNIT FER PITY'S SAKE!

IF THAT SILVER-PLATED *YAHOO* HADN'T GONE AND BLOWN A *HEAD GASKET*, WE WOULDN'T EVEN BE *INVOLVED* IN THIS MESS!*

WE *ARE*, THOUGH, AND WE'VE SEEN UP *CLOSE* WHAT HE'S *CAPABLE* OF.

*THE SURFER ATTACKED S.H.I.E.L.D. IN ***SILVER SURFER*** Vol.1,#17. --Messy Ralf.

"FIRE THE SONIC SHARK!"

AT THAT SAME MOMENT...

WELL, *THIS* HAS BEEN A TOTAL *BUST*.

THERE'S NO SIGN OF THE SURFER *ANYWHERE!*

IN A WAY, I'M ALMOST *RELIEVED,* BUT I STILL--

Uh-Oh! ALL OF A SUDDEN, MY *SPIDER-SENSE* IS GOING *HAYWIRE!*

SOMETHING'S UP--

--AND I DON'T THINK I'LL HAVE TO GUESS TWICE WHAT IT IS!

IT'S SOME KIND OF *FLYING SHIP!*

BUT IT PRACTICALLY CAME OUT OF *NOWHERE!* HOW..?

WAIT A MINUTE! I WAS SO BUSY LOOKING FOR THE SURFER, I DIDN'T EVEN STOP TO THINK WHERE I WAS AT!

OF ALL THE DUMB LUCK! THAT SLEAZY HOTEL I CHECKED OUT IS RIGHT OVER THERE AND--

!!

SPIDEY'S NOT THE ONLY ONE IN FOR A SHOCK! HIGH ABOVE...

WHAT IS *THIS?* A *MISSILE* SCREAMING TOWARD ME!

I COULD HAVE *PREDICTED* AS MUCH! THE HUMANS SEEK *VENGEANCE* NOW FOR MY SAVAGE ASSAULTS ON THEIR CITIES!

WAIT! THIS WEAPON IS *FAMILIAR* TO ME!

I *UNDER-ESTIMATED* ITS CAPABILITY BEFORE, AND AS A RESULT, MY *COSMIC POWER* WAS SEVERELY *DRAINED!*

THUS, I STAND *PREPARED* FOR THIS NEW ASSAULT...

...READY TO ABSORB THE *ENERGY* FROM THIS DESTRUCTIVE CREATION--

--UNTIL IT FALLS *POWERLESS* FROM THE SKY!

THERE WILL BE MORE ATTACKS, THOUGH.

IT'S IN MANKIND'S *NATURE--* THEY WILL NOT LET MY EARLIER ACTIONS GO UN-PUNISHED.

AND I CANNOT EVADE THEM FOREVER.

IF NOT UTTERLY *ALONE* ON THIS WORLD BEFORE, I SURELY HAVE *NO PLACE* HERE NOW...

...NOT IN A WORLD BENT ON MY *DESTRUCTION*... A WORLD I CAME ONLY TOO CLOSE TO *DESTROYING* MYSELF!

AND SO...

UNIT SIX TO CENTRAL COMMAND. THE SONIC SHARK HAS FAILED TO NEUTRALIZE ITS TARGET.

IT... FAILED? BUT THAT'S *IMPOSSIBLE...?*

BITE YER *TONGUE,* SITWELL. WORDS LIKE THAT TAKE ON DIFF'RENT MEANINGS WHEN YOU'RE DEALIN' WITH CHARACTERS LIKE TH' SURFER!

SPEAKIN' OF *POSSIBILITIES,* COLONEL... IT LOOKS LIKE HE'S HEADED BACK FOR *NEW YORK!*

WHAT'RE YA *WAITIN'* FOR THEN, YA WALRUS-FACED BABOON?

GET ME THE *AVENGERS* OR THE *FANTASTIC FOUR* ON THE HORN!

"MAYBE THEY CAN INTERCEPT THAT FLYIN' HOOD ORNAMENT THIS TIME!"

AND, AS THE SILVER SURFER GLIDES TOWARD MANHATTAN...

...EVEN THE CITY'S **HEROES** TAKE PAUSE...

...AS THEY BRACE THEMSELVES FOR A *MAELSTROM...*

...THAT, THANKFULLY, NEVER COMES.

PERHAPS THERE IS NO WAY FOR ME TO AVERT *CONFLICT* WITH THE HUMANS AFTER ALL I'VE *DONE--*

--BUT STILL, I MUST ATTEMPT TO *COMMUNICATE* WITH THEM... LET THEM KNOW I MEAN NO *HARM!*

INCREDIBLE! EVEN IN MY ABSENCE, *TURMOIL* BREWS ANEW!

AND AT THE HEART OF IT-- *SPIDER-MAN!*

TIK TIK TIK TIK TIK TIK TIK TIK

JUST AS WHEN WE CLASHED EARLIER, HE BATTLES ON AGAINST *UNTHINKABLE* ODDS... WITHOUT *RELENTING!*

HOW COULD I HAVE BEEN SO QUICK TO *CONDEMN* A MAN OF SUCH *VALOR?*

BRAK-TOOM

HEY, WHAT *GIVES?* THAT'S THE *SILVER SURFER!*

AND HE'S FIGHTING ON *MY* SIDE!

NEVER LET IT BE SAID THAT MAY PARKER'S FAVORITE NEPHEW WAS ONE TO LOOK A SHINY SILVER GIFT HORSE IN THE MOUTH, THOUGH!

SPIDER-MAN! I'M PLEASED TO SEE YOU'RE *WELL!*

NO THANKS TO *YOU!*

WHAT'S *WITH* YOU? ARE YOU HAVING A *MID-LIFE CRISIS* OR SOMETHING?

HEL-LO! THAT WAS ME ASKING YOU A QUESTION!

WITTY REPARTEE'S OPTIONAL--

-- BUT A RESPONSE IS REQUIRED!

YOU'RE WASTING YOUR BREATH, I'M AFRAID.

YOU! THE GUY FROM THE PARK!

INDEED.

WE MEET AT LAST, SPIDER-MAN.

I REGRET THAT WE CAN'T MORE FULLY MAKE ONE ANOTHER'S ACQUAINTANCE...

...BUT I SENSE THIS IS NOT A GOOD TIME FOR YOU.

FEAR

KLIK

NOOOOO...

...CAN'T FIGHT THEM ALONE...

...NEED HELP...

...DON'T KNOW WHAT TO DO...!

SO, YOU SOUGHT TO LURE ME INTO A TRAP?

TO OVERWHELM ME WITH YOUR LEGION OF INSECT DRONES?

NO-- NO! I NEED YOUR HELP... I DON'T KNOW WHAT TO DO!

NOOOOOO!!

FWA

WOOSH

TIK TIK TIK TIK TIK TIK TIK TIK TIK

WHA--? THE *INSECT CREATURES*-- THEY'RE *TURNING* ON THE SURFER!

HELPING ME!

I DON'T HAVE TO *WORRY* ANY-MORE. I DON'T HAVE TO DO IT *ALONE!*

TIK TIK TIK TIK TIK

FASCINATING!

THE INSECTIVORIDS SEEM TO **RELATE** TO SPIDER MAN ON SOME BASIC LEVEL.

AND YET **HIS** EMOTIONS ARE EASILY AFFECTED BY MY PSYCHO RAY--

WHAT HAPPENS THEN WHEN I ALTER MY SETTINGS--

FILLING SPIDER MAN WITH **HATRED--**

WHAM

AND THE SILVER SURFER WITH **FEAR?"**

NO... *PLEASE!*

DON'T COME ANY *CLOSER*... STAY *AWAY!*

I SAID STAY AWAY!!

!

AGAIN, I AM FORCED TO SUCCUMB TO THE *SAVAGE* WAYS OF THIS *TRAGIC* WORLD!

FORCED TO SPEAK IN THE LANGUAGE OF *HATRED* AND *FEAR!*

I SEE NOW THERE CAN BE NO PLACE FOR ME HERE.

I POSE AS GREAT A *THREAT* TO THIS WORLD AS ITS OWN *INHABITANTS* DO TO ONE ANOTHER...!

YOU TORMENT YOURSELF **NEEDLESSLY,** MY FRIEND.

I CAN OFFER YOU THE **PEACE** YOU SEEK... A **SANCTUARY** FAR FROM THE **MADNESS** OF EARTH.

WHO..?

MY INTENTIONS AREN'T ENTIRELY **CHARITABLE--** I NEED AN **ALLY.**

THE **INSECTIVORIDS** YOU DISPATCHED ARE BUT A SMALL PERCENTAGE OF A VAST **HORDE!**

THEY'VE RAVAGED MY **HOMEWORLD** AND FORCED ME INTO **EXILE.**

I NEED THE **ASSISTANCE** OF ONE WITH YOUR UNBRIDLED **POWER** TO DRIVE THEM **OUT.**

BUT I-- I CAN'T LEAVE THIS WORLD. I, TOO, AM IN EXILE -- ***TRAPPED*** ON THIS PLANET BY MY FORMER ***MASTER!***

BUT THERE ARE WORLDS WITHIN WORLDS THOUGH, MY FRIEND! A VAST MICROVERSE THAT YOU YOURSELF HAVE VISITED ONCE BEFORE!*

JOURNEY THERE WITH ME! AID ME IN ERADICATING THE INSECTIVIROD PLAGUE ON MY HOMEWORLD!

IN **RETURN,** YOU WILL BE **FREE** TO SOAR THE SPACEWAYS OF **SUB-ATOMICA!**

*HE'S NOT KIDDING, EITHER! IT HAPPENED IN ***F.F.***, *Vol. 1, #75!* --Riotous Ralf!

THE ***MICROVERSE!*** THOUGH ONCE I SOJOURNED THERE WITH THE HELP OF REED RICHARDS-- I WAS FORCED TO ***RETURN*** FROM ITS ENDLESS SPACE TO SAVE THIS CRAVEN WORLD FROM MY FORMER MASTER, ***GALACTUS.***

BUT, I HAVE OFTEN ***LONGED*** TO RETURN THERE TO SOAR FREELY ONCE AGAIN... AND THERE IS ***NOTHING*** HOLDING ME ***HERE...***

TIK TIK TIK

THEN YOU'LL **ASSIST** ME?

I-- I MAKE NO ***PROMISES.***

I WILL DO WHAT I ***CAN.***

HOW AMUSING. NOT ONLY HAS MY NEMESIS SOUGHT REFUGE ON EARTH...

...HE ACTUALLY SEEKS TO ALLY HIMSELF WITH THAT PATHETIC WORLD'S HEROES!

ALERT THE COLONY! LET THEM KNOW THE TIME IS UPON US!

SUCH A VAINGLORIOUS EFFORT MUST SURELY BE REWARDED...

...WITH DOOM!

EARTH.

SPIDER MAN IS FAR TOO VALUABLE A PRIZE TO BE LEFT BEHIND.

HIS **RAPPORT** WITH THE INSECTIVORIDS MAY BE A SIGN OF SOME GREATER **LINK** BETWEEN HIS PHYSIOLOGY AND **THEIRS**-- A LINK I COULD USE TO MY **ADVANTAGE!**

SO AGAIN, IT SEEMS OUR SPIDERY FRIEND HAS PROVEN UNEXPECTEDLY **USEFUL.**

PERHAPS, ONCE I'VE GLEANED ALL THERE IS TO **KNOW** FROM HIM, I'LL **REPAY** THE FAVOR...

...WITH HIS EXPEDITIOUS **DEATH!**

SOMETIME LATER...

IT'S AS I EXPECTED...

THESE INSECT CREATURES ARE OF *ALIEN ORIGIN!*

I'LL HAVE TO *STUDY* ALL THE AVAILABLE DATA MORE *THOROUGHLY*, BUT I'M *CERTAIN* THIS SPOT HOLDS THE KEY TO THE SILVER SURFER'S CURRENT *WHEREABOUTS*.

OH, YEAH? WELL, WAIT'LL YA PLANT YER PEEPERS ON *THIS*, STRETCHO!

LOOKS LIKE SOME O' SPIDER-MAN'S *WEBBING!*

SPIDER-MAN? *INTERESTING...*

BUT WHAT COULD HAVE *HAPPENED* TO THEM, REED? WHERE COULD THEY HAVE *GONE?*

THAT'S A GOOD *QUESTION*, SUE. *GALACTUS* LONG AGO MADE IT *IMPOSSIBLE* FOR THE SILVER SURFER TO *LEAVE* EARTH..!

HOW DO YOU EXPLAIN ALL THESE *BUG-EYED BADDIES*, THEN?

AT PRESENT, I *CAN'T*. THEY REPRESENT AN UNKNOWN FACTOR IN THIS WHOLE EQUATION...

SO, WHAT'RE YA *SAYIN'*, BIG BRAIN?

SPIDEY AND THE SURFER ARE IN *TROUBLE--*

--AND WE CAN'T DO A BLASTED THING *ABOUT* IT?

UNFORTUNATELY, BASED ON THE *INFORMATION* AT HAND, YOU'RE EXACTLY *RIGHT*, BEN.

WHEREVER SPIDER-MAN AND THE SILVER SURFER *ARE*, THEIR *FATE* IS ENTIRELY IN THEIR *OWN* HANDS! HEAVEN HELP THEM!

NEXT ISSUE:
BE HERE IN 30 FOR THE FINAL CHAPTER OF OUR SAGA, AS SPIDEY AND THE SURFER TAKE ON ANNIHILUS AND PSYCHO MAN IN SUB-ATOMICA... WITH **EVERYTHING TO LOSE!**

MARVEL COMICS

WEBSPINNERS

TALES OF SPIDER-MAN

JUNE
#6

APPROVED BY THE COMICS CODE AUTHORITY

SPIDEY'S BATTLE IS FINISHED--

--BUT THE SURFER'S IS JUST BEGINNING!

STEPHENSON

SMITH

WWW.MARVEL.COM

STAN LEE PRESENTS:

THE AMAZING SPIDER-MAN!

WITH EVERYTHING TO LOSE

ERIC STEPHENSON	ANDY SMITH	DIGITAL CHAMELEON	BENCHMARK PRODUCTIONS	RALPH MACCHIO	BOB HARRAS
Writer	Artist	Colorist	Letters	Editor	Editor In Chief

LONG BEFORE THE BITE OF A **RADIOACTIVE SPIDER** TRANSFORMED HIM INTO THE WEB-SPINNING **SPIDER-MAN, PETER PARKER** SPENT A CONSIDERABLE AMOUNT OF TIME PUTTING THINGS INTO TINY GLASS **TUBES**.

EVERYTHING FROM **INSECTS** TO **CHEMICAL COMPOUNDS** WERE SCRUTINIZED BY THE CURIOUS YOUNG **SCIENTIST-TO-BE,** ALL IN AN EFFORT TO BROADEN HIS **UNDER-STANDING** OF WHAT MADE THE WORLD AROUND HIM **TICK.**

THOSE EARLY FORAYS INTO THE WORLD OF SCIENCE PROVED **INVALUABLE** AS HE GRADUATED TO MORE **SERIOUS** FIELDS OF STUDY...

...BUT PREPARED HIM NOT AT ALL FOR BEING ON THE **OPPOSITE** END OF THE **EXPERIMENT!**

WHAT THE HECK IS GOING ON? WHERE *AM* I?!

AND *WHO--?*

OH, MY--! YOU'RE THE PEOPLE FROM THE *HOTEL!**

WHAT HAPPENED? HOW LONG HAVE YOU BEEN HERE?

COULDN'T EVEN *GUESS* AT THAT--

SPIDEY WAS INVESTIGATING THEIR DISAPPEARANCES IN **WEBSPINNERS #4, REMEMBER? --Ralf.*

--BUT I DO KNOW WE WUZ CAUGHT BY THE *PSYCHO MAN!*

SEEMS LIKE *FOREVER* HE'S BEEN *TORTURIN'* US... DREDGIN' UP OUR DEEPEST, DARKEST *FEARS!*

RIGHT. PSYCHO MAN'S STOCK IN TRADE SEEMS TO BE *MANIPULATING* PEOPLE THROUGH THEIR *EMOTIONS...*

BUT WHAT COULD HE POSSIBLY WANT WITH ALL OF *YOU?*

LISSEN, I BEEN HERE LONGER 'N ANYONE AND I AIN'T BEEN ABLE T'MAKE HEAD NOR TAILS OUTTA THIS!

I JUST BEEN PRAYIN' I'D GET OUTTA HERE SOMEHOW.

THAT'S WHY *YOU'RE* HERE, RIGHT? TO *SAVE* US?

Uh... WELL, THAT'S NOT *EXACTLY* WHY I'M HERE, BUT...

...I SHOULD BE ABLE TO FIGURE *SOMETHING* OUT.

AT LEAST I *HOPE* SO...!

I DON'T EVEN KNOW WHERE WE *ARE,* FOR CRYING OUT LOUD... AND WHAT HAPPENED TO THE *SILVER SURFER?*

LAST THING I *REMEMBER,* HE AND I WERE ON A ROOFTOP IN *MANHATTAN,* STRUGGLING WITH A GROUP OF *INSECT CREATURES--*

--BUT NOW, I'M NOT EVEN SURE I'M ON *EARTH!*

WHAT'S MORE, I-- *WHU-OH!*

MY *SPIDER-SENSE* JUST KICKED INTO *OVERDRIVE!*

PSYCHO MAN!

GAAAHH! IT'S *HIM!*

STOP HIM! BEFORE HE STARTS ***TORTURIN'*** US AGAIN!

AH, YOU'VE **AWAKENED,** SPIDER-MAN. **EXCELLENT.**

I WAS BEGINNING TO FEAR THIS WHOLE **ORDEAL** HAD PROVEN TOO **MUCH** FOR YOU.

THAT'S A ***LAUGH!*** JUST WAIT'LL I GET ***OUT*** OF HERE, BUDDY...

THEN WE'LL SEE WHO'S HAD TOO MUCH!

SUCH **FIRE!**

I'M PLEASED TO SEE YOUR **SPIRIT** REMAINS **UNBROKEN,** SPIDER-MAN.

SADLY, THERE'S **LITTLE** CHANCE OF YOU PUTTING IT TO **USE.**

YOUR CONTAINMENT TUBE IS QUITE **INDESTRUCTIBLE.**

DON'T ***LISTEN*** T' HIM, SPIDEY!

JUST CUZ HE CAN KEEP ***US*** IN THESE DANGED THINGS, DON'T MEAN THEY'RE A MATCH FOR ***YOU!***

THE OLD FELLA'S ***RIGHT,*** PSYCHO MAN!

THERE ISN'T A TRAP THAT WAS ***BUILT*** THAT I CAN'T WRIGGLE MY WAY OUT OF IN ***TIME!***

THEN YOU'RE MADE OF **STERNER** STUFF THAN I'D ORIGINALLY **SURMISED...**

FOR EVEN THE **SILVER SURFER** HAS FOUND CHALLENGING HIS CONFINES

_A **HUMBLING** EXPERIENCE!

AND **TIME**... THAT'S A COMMODITY YOU **DON'T** HAVE.

I'VE UNLOCKED THE **SECRETS** OF YOUR UNIQUE **PHYSIOLOGY.** YOU WILL TAKE YOUR PLACE HERE IN MY **PSYCHO-MANIPULATOR**...

_WHERE YOUR **EMOTIONS** WILL BE SIPHONED AWAY AS YOU ARE REDUCED TO A **SOULLESS HUSK!**

OH, MAN... ***TELL*** ME THIS ISN'T ***HAPPENING!***

IN THE BACK OF MY MIND, I WAS HOPING ***THE SURFER*** WOULD BE MY TICKET ***OUT*** OF THIS MESS...

...BUT HE'S NOT EVEN IN ANY SHAPE TO HELP ***HIMSELF!***

I NEED TO ***STALL*** PSYCHO MAN UNTIL I CAN FIGURE OUT WHAT TO ***DO***...

OKAY, SO ***HUMOR*** ME, THEN. IS THIS JUST WHAT YOU DO FOR ***KICKS*** OR IS THERE A ***POINT*** TO ALL THIS?

THERE IS MOST **DEFINITELY** A POINT, SPIDER-MAN — MY **SURVIVAL.**

YOU MAY ALREADY HAVE GUESSED THAT I AM **NOT** OF YOUR WORLD_

"_BUT WHAT YOU COULDN'T POSSIBLY KNOW IS THAT I AM THE **CHIEF SCIENTIST** OF A MICRO-SCOPIC CLUSTER OF WORLDS KNOWN AS **SUB-ATOMICA!**

"IT WAS THERE I FIRST BEGAN EXPLORING REALITIES ADJACENT TO MY OWN **MICROVERSE**...

"_DISCOVERING FIRST YOUR WORLD, AND THEN A STRANGE **ANTI-MATTER** UNIVERSE THAT PLAYED HOST TO A RACE OF INSECT-LIKE DRONES — **THE INSECTIVORIDS!**

"THROUGH MY **STUDIES** OF THE INSECTIVORIDS, I MADE AN ALARMING **DISCOVERY**--

"-THESE MINDLESS CREATURES **INFILTRATED** THE MICROVERSE AND WERE BUSILY CLAIMING WORLD AFTER WORLD AS THEIR **OWN!**

"I IMMEDIATELY SOUGHT TO ASSERT **CONTROL** OVER THE **DIMENSIONAL INTERFACE** THAT GAVE THEM ACCESS TO MY REALM_

"_BUT IN **RETALIATION,** THEY TURNED THEIR RAVENOUS ATTENTIONS ON **SUB-ATOMICA!**

"THE ENTIRE SYSTEM WAS **OVERRUN** AND I WAS FORCED TO BATTLE THEIR SWARMING HORDE FROM THE SANCTUARY OF MY **WORLDSHIP!"**

IT QUICKLY BECAME CLEAR THAT THE INSECTIVORIDS' ULTIMATE GOAL WAS TO **EXPEL** ME FROM THE MICROVERSE ALTOGETHER.

I TRIED TO STOP THEM, BUT **FAILED**-- I THRIVE ON **RAW EMOTION,** BUT MIND LESS AND **UNFEELING** AS THEY ARE, THE INSECTIVORIDS PROVED **INADEQUATE** TO MY NEEDS.

WITH NO **EMOTIONS** TO SUSTAIN MY FIGHT, MY HOPES OF REGAINING CONTROL OF SUB-ATOMICA WERE **DASHED!**

'THAT'S WHEN I SHIFTED MY FOCUS TO **EARTH.**

"I LURED THESE PITIFUL HUMAN **SPECIMENS** INTO MY CLUTCHES, BUT REALIZED I NEEDED SOMETHING **MORE...**

'SOMEONE CAPABLE OF PROVIDING ME WITH THE **LIMITLESS POWER** I NEEDED TO FINALLY **CRUSH** MY ENEMIES AND REASSERT **CONTROL** OVER SUB-ATOMICA!

'I WAS ALREADY AWARE OF THE **SILVER SURFER**-- HE HAD VENTURED INTO THE MICROVERSE SOME TIME **EARLIER** --*

'-- AND I SET OUT TO **BIND** HIM TO MY **WILL!"**

*HE'S NOT FIBBIN', EITHER-- IT HAPPENED IN ***FANTASTIC FOUR #74!*** --Ralf.

THEN I WAS ***RIGHT!***

YOU WERE THE ONE ***RESPONSIBLE*** FOR THE SURFER'S SUDDEN ***ATTACK*** ON MANHATTAN!*

THAT WAS YOU LURKING IN THE ***SHADOWS*** WHILE WE FOUGHT IN ***CENTRAL PARK!***

*IN ***WEBSPINNERS #4,*** 'NATCH! --You Know Who.

IT WAS **ME,** YES. I WASN'T AWARE YOU'D **SEEN** ME.

THAT KNOWLEDGE IS OF LITTLE USE **NOW,** THOUGH.

EVEN AS WE **SPEAK,** THE SILVER SURFER'S **EMOTIONS** ARE BEING **DRAINED** BY MY PSYCHO - MANIPULATOR.

ALL THAT **REMAINS** NOW IS TO FIND A WAY TO **REPEL** THE MIND-LESS INSECTIVORIDS.

MY **PSYCHO RAY** IS **USELESS** AGAINST THEM NOW, BUT I NOTICED EARLIER THAT **YOU** SUCCUMBED TO IT...

...WHICH LEADS ME TO BELIEVE THAT SOMEWHERE WITHIN YOUR **GENETIC MAKE-UP...**

...LIES THE **SECRET** TO CONTROLLING THEIR SWARMING LEGIONS.

I DO **APOLOGIZE,** SPIDER MAN... BUT THIS IS GOING TO **HURT.**

A UNIVERSE AWAY IT LIES-- THE NEGATIVE ZONE!

WERE SPIDER-MAN AT ALL FAMILIAR WITH THE PORTION OF SUB-SPACE COMPOSED ENTIRELY OF ANTI-MATTER...

...HE WOULD NO DOUBT HAVE RECOGNIZED THE BIZARRE PARALLEL DIMENSION DESCRIBED BY PSYCHO MAN...

...AND HE WOULD HAVE KNOWN IMMEDIATELY THAT THE SWARMING INSECTIVORIDS WERE THE LEAST OF HIS WORRIES.

FOR THE DRONE LIKE CREATURES SERVE A POWER MUCH HIGHER THAN THEIR OWN BASE INSTINCTS...

...THEY SERVE ANNIHILUS, THE LIVING DEATH THAT WALKS!

TO ME, LACKEYS!

THOUGH THE TIME FOR BATTLE DRAWS NEAR...

...YOUR MASTER IS ONCE AGAIN OVERCOME BY WEAKNESS!

YESSSS... RID ME OF THESE CUMBERSOME ARMAMENTS...

...SO THAT I MAY SEEK SUSTENANCE IN MY REJUVENATION CHAMBER!

FZZK

YESSSS...!

ALREADY I CAN FEEL THE COSMIC ENERGY SURGING WITHIN ME...

...STRENGTHENING MY WITHERED LIMBS...

...IMBUING ME WITH POWER ENOUGH TO SHATTER WORLDS!

EEAAUGGH!

COME, MY FAITHFUL ONES -- I MUST GIRD MYSELF ANEW!

THE ONE CALLED PSYCHO MAN IS ONCE AGAIN IN HIS DOMAIN...

...AND THIS TIME, THERE WILL BE NO ESCAPE FOR HIM!

ALERT THE COLONY! THE TIME HAS COME TO TEACH OUR ENEMIES THAT TO CHALLENGE ANNIHILUS--

--IS TO COURT DOOM!

MEANWHILE, ABOARD PSYCHO MAN'S WORLDSHIP...

SAY, YOU'RE BEING AWFULLY *QUIET* OVER THERE, BIG GUY...

I HOPE YOU'RE NOT RUSHING AROUND AND STRESSING YOURSELF OUT ON MY ACCOUNT!

I MEAN, IT'S NOT LIKE I'M *GOING* ANYWHERE NOW THAT I'M BEING HELD IN THIS STASIS FIELD...

...SO, BY ALL *MEANS,* FEEL FREE TO TAKE YOUR *TIME!*

=UNNNGH=

HE'S NOT LISTENING TO ME ANY-MORE.

I WISH THAT MADE ME FEEL *BETTER,* BUT I THINK I'D ALMOST PREFER *KNOWING* WHAT'S GOING TO HAPPEN NEXT.

THIS WHOLE SITUATION COULDN'T BE MORE SCREWED UP. I'M IN ANOTHER *UNIVERSE,* CAUGHT IN THE MIDDLE OF A CONFLICT I HAVE *NOTHING* TO DO WITH...

...AND THE ONLY ONE WITH EVEN THE *SLIGHTEST* CHANCE OF STRAIGHTENING THIS MESS OUT IS THE *SILVER SURFER,* AND HE'S IN THE SAME BOAT AS *ME!*

HE DOESN'T EVEN HAVE HIS *BOARD,* FOR CRYING OUT LOUD!

WAIT A MINUTE! THAT'S *IT!*

THE SURFER CON-TROLS HIS SURFBOARD *MENTALLY--* I'VE EVEN BEEN ON THE *RECEIVING END* OF SOME OF THE *STUNTS* HE PULLS WITH THAT THING!

THAT'S OUR TICKET OUT OF THIS! BUT WHERE IS IT?

THERE ISN'T REALLY A *DISCREET* WAY TO FIND OUT, GIVEN MY CURRENT *PREDICAMENT,* SO I GUESS *ASKING* CAN'T HURT...

YOU KNOW, I *HATE* TO KEEP BOTHERING YOU WITH ALL THESE PESKY *QUESTIONS,* BUT AM I THE EXPERIMENT *DU JOUR...*

...OR DO YOU HAVE SOMETHING *COOKING* WITH THE SURFER'S *BOARD,* TOO?

OR IS THAT ALREADY ON YOUR *TROPHY WALL?*

THE SURFER'S BOARD?

ACTUALLY, IT'S **INTERESTING** YOU SHOULD **ASK.**

I INITIALLY DEEMED IT ONLY A **MINOR** CURIOSITY, BUT IT HAS PROVEN FAR MORE **COMPLEX** THAN I WOULD HAVE IMAGINED.

I INTEND TO STUDY IT MORE **FULLY** ONCE I'VE RETURNED TO **SUB-ATOMICA.**

MY *BOARD...!* TO *ME,* MY BOARD!

?!

WHAT TRICKERY IS THIS?

AND THE CROWD ROARS ITS *APPROVAL!*

WAY TO GO, SURFER!

SWSSSHH

NOW, ALL YOU'VE GOT TO DO IS HOP ON THAT BABY AND--

"OUCH! LOOKS LIKE PSYCHES WASN'T *KIDDING* WHEN HE GUARANTEED HIS TUBES' *INDESTRUCTIBILITY!*

KLANG

SSSSSSSHH

WOW! EVEN WORSE THAN BEING REDUCED TO A *SOULLESS HUSK?!*

I SHUDDER TO *THINK* WHAT-- *HEY!*

SURFER! CEASE THIS EXERCISE IN **FUTILITY** AT ONCE!

YOU HAVE **NO** CHANCE OF **ESCAPE!** YOU ARE ONLY ENSURING FOR YOURSELF AN EVEN MORE **PAINFUL** DEMISE THAN I HAD ALREADY **PLANNED!**

YOUR BOARD'S HEADING RIGHT *AT* ME, SURFER! IT'S--

WA-HOO!

NOW WE'RE GETTING SOME-WHERE!

NO! STOP! YOU'LL RUIN EVERYTHING!

THWUMP

SHEESH, QUIT YOUR *GRIPING* ALREADY!

ONE MINUTE, YOU'RE COMING ON LIKE A PAN-DIMENSIONAL ***POWERHOUSE***, THE NEXT YOU'RE ***CRYING*** LIKE I SPILLED ***PUNCH*** ON YOUR BEST ***PARTY DRESS!***

LIGHTEN ***UP***, FOR CRYING OUT LOUD!

YOU IMPETUOUS **MISCREANT!**

ACTUALLY, ***MISCHIEVOUS*** MISCREANT HAS A MUCH NICER ***RING*** TO IT...

...BUT THEN, I ALWAYS WAS A SUCKER FOR ***ALLITERATION!***

ON A DIFFERENT SUBJECT ***ENTIRELY***-- HOW ABOUT THAT ***WEBBING?***

NOT ***NEARLY*** AS INDESTRUCTIBLE AS THOSE GLITZY GLASS ***TUBES*** OF YOURS...

BOK

...BUT IT GETS THE ***JOB*** DONE!

AND ***SOMETIMES*** IN WAYS I'D NEVER HAVE ***EXPECTED!***

HOW ABOUT *THAT?*

ALL THIS TIME, I'VE THOUGHT *WE* WERE *SHRUNKEN* DOWN TO CHEWY BITE-SIZE *MORSELS--*

--WHEN IN REALITY, *YOU* WERE JUST USING SOME GIANT *SUIT* TO *DISORIENT* US!

GLOAT WHILE YOU CAN, SPIDER-MAN, FOR THIS GAME IS **FAR** FROM **FINISHED!**

YOU ARE STILL IN **MY** DOMAIN! THE VAST RESOURCES OF MY WORLDSHIP ARE STILL **MINE** TO COMMAND!

I WILL SEE YOU DESTROYED YET!

THAT'S HIS PARTING SHOT? *BO*-RING!

OH, HEY-- YOU'LL HAVE TO *EXCUSE* OUR HOST'S POOR *MANNERS,* SURFY, I DO BELIEVE HE--

JUST... GET ME *OUT* OF HERE... *QUICKLY!*

SAY NO MORE, SHINY GUY!

WHAT NOW?

NEED YOU *ASK?*

NEVER HAS THE SILVER SURFER BEEN SO VIOLATED!

I MUST HAVE *VENGEANCE!*

WHOA, WHOA, WHOA! HOLD ON THERE, SILVER!

ARE YOU SURE YOU WANT TO *GO* THERE?

YOU AND I GOT MIXED UP IN THIS WHOLE ORDEAL BECAUSE OF *YOUR* FRUSTRATION WITH HUMANITY'S *INABILITY* TO LOOK PAST *VIOLENCE* AS A *SOLUTION!*

PSYCHO MAN *WINS* IF YOU TURN AROUND AND ADOPT THAT APPROACH AS YOUR *OWN!*

EVEN *WITHOUT* HIS PSYCHO RAY, HE'S *STILL* MANIPULATING YOU!

YOU ARE PERHAPS A BETTER JUDGE OF MY CHARACTER THAN I, SPIDER-MAN.

MY *SOUL* BURNS AT THE MERE *THOUGHT* OF THE UNSPEAKABLE *ATROCITIES* I COMMITTED ON EARTH WHILE UNDER PSYCHO MAN'S *CONTROL!*

I NEARLY *KILLED* YOU..!

Uh, YEAH, THERE IS THAT...

...BUT *NEARLY* IS THE OPERATIVE WORD THERE. AT THE LAST MINUTE, YOU *KNEW* WHAT YOU WERE DOING WAS *WRONG!*

KLIKLAKLIK

WHAT TH--?!

THE SOUND IS COMING FROM ALL *AROUND* US!

ALMOST AS THOUGH SOMETHING WAS TRYING TO GAIN *ACCESS* TO THIS CHAMBER--

"--FROM OUTSIDE THE SHIP!"

KLIKLAKLIKLIKLIKLAK

NOT *TRYING*, SURFER!

SUCCEEDING! IT'S THOSE *INSECTIVORID* CREATURES PSYCHO MAN WAS TALKING ABOUT!

TIKATA

K

WHAT? DID SOMEBODY CALL *OUT* FOR *TROUBLE?*

ODD. THE INSECTIVORIDS ARE FOCUSING THEIR AGGRESSIONS ALMOST *TOTALLY* ON ME--PRACTICALLY *IGNORING* SPIDER-MAN.

PERHAPS PSYCHO MAN'S *OBSERVATION* THAT SPIDER-MAN AND THE INSECT CREATURES SHARE SOME FORM OF *BOND* IS *ACCURATE...!*

IF SO, WE CAN USE THAT TO OUR *ADVANTAGE--!*

SPIDER-MAN! OBSERVE HOW THE INSECTIVORIDS *REACT* TOWARD YOU! THEY TREAT YOU AS ONE OF THEIR *OWN!*

PERHAPS YOU CAN RALLY THEM *OUT* OF THE CHAMBER WHILE I TEND TO YOUR FELLOW *HUMANS!*

YIKES! I ALMOST FORGOT ABOUT THE FOLKS FROM THE HOTEL!

I BET THEY NEVER THOUGHT THEY'D APPRECIATE THE RESILIENCY OF THEIR GLASS PRISONS AS MUCH AS THEY DO NOW!

I DON'T KNOW ABOUT THIS WHOLE NOTION THAT ME AND THE BUG MEN ARE KITH AND KIN!

I GUESS IT'S WORTH A SHOT, THOUGH...!

HEY, GUYS! OVER HERE!

I THINK I SPOTTED SOMETHING EVEN BETTER TO SWARM AROUND AND HIT!

WHAT DO YOU KNOW? IT IS WORKING, AFTER ALL!

AND HERE I DIDN'T THINK I WAS THE PIED PIPER TYPE!

THAT'S RIGHT, EVERYBODY MOVE TOWARD THE EXIT IN AS UNORDERLY A FASHION AS POSSIBLE WHILE I--

--I--

--I CAN'T DO THIS. THERE'S TOO MUCH... AT STAKE.

IF I LOSE CONTROL OF THE INSECTIVORIDS... EVERYONE'S LIVES WILL BE IN... JEOPARDY...

...CAN'T DO THIS... I'LL FAIL AGAIN...

...JUST LIKE I ALWAYS FAIL...

JUST LIKE I FAILED...

...UNCLE BEN...!

WHUMP

SO, SPIDER-MAN... ONCE **AGAIN,** YOU ARE BROUGHT TO HEEL BY MY **PSYCHO RAY--** ONCE AGAIN YOU **COWER** BENEATH THE **POWER** OF THE **PSYCHO MAN!**

INDEED, YOU MAY HAVE **TEMPORARILY** DERAILED MY PLANS...

...BUT THIS IS **MY** DOMAIN AND IT IS **I** WHO PRESIDE AS **LORD** AND **MASTER** OVER--

NO!

SHRAKK

WHO DARES?!!

JEEZ, AND HERE I WAS JUST GETTING ***INTERESTED*** IN YOUR LONG-WINDED ***RANT!***

WHAT THE HECK'S GOING ON ***NOW?!***

Uh-Oh! FORGET I ***ASKED!***

YOUR MEDDLESOME REIGN IS AT AN END, DECEIVER!

PREPARE TO KNOW DOOM AT THE HANDS OF ANNIHILUS!

BASE FOOL! I HAD SOUGHT TO CONFRONT YOU AND YOUR HORDE UNDER MORE CONTROLLED CIRCUMSTANCES...

...BUT I SHALL RELISH YOUR DESTRUCTION NONETHELESS!

BOLDLY SPOKEN... NOW DIE!!

I RATHER THINK NOT.

YEARGH!

FOOL! YOU THINK YOUR PUNY WEAPONS CAN HARM ME?

I AM ANNIHILUS! THE LIVING EMBODIMENT OF UNBRIDLED POWER!!

THWOK

WHRAKA TOOM

IF YOU EQUATE POWER WITH IDLE BOASTS, THEN I CONCEDE YOUR SUPERIORITY--

BUT IS I WHO POSSESS THE GREATER FORCE!

WRAKK

ZAK

AND I WILL PREVAIL.

HO-KAY, THESE GUYS *OBVIOUSLY* HAVE SOME SERIOUS *ISSUES* TO WORK OUT!

AND HERE I THOUGHT I WAS *NUTS* TRYING TO STOP THE *SURFER* BEFORE-- THE *POWER* THEY'RE UNLEASHING IS *STAGGERING!*

IT LOOKS LIKE ALL OF THE *INSECTIVORIDS* HAVE *SCATTERED!*

SOMETHING TELLS ME I'D BETTER DO THE *SAME!*

SO MUCH FOR LURING THE BUNCH OF 'EM OUT OF PSYCHO MAN'S LAB!

THERE'S STILL WAY TOO MANY OF THEM FOR EVEN THE SURFER TO DEAL WITH EFFECTIVELY!

"LOOKS LIKE HE MANAGED TO *FREE* THE REST OF PSYCHO MAN'S *CAPTIVES*, THOUGH-- THAT'S A *START!*"

SPIDER-MAN! I NEED YOUR *HELP!*

I CAN USE MY *POWER COSMIC* TO CREATE A *CRAFT* CAPABLE OF TAKING YOU AND THE OTHERS TO *SAFETY*-- BUT THESE CREATURES ARE *RELENTLESS!*

SAY NO MORE, SURFER!

ONE INDUSTRIAL-STRENGTH INSECTIVORID DIVERSION DUMMY, COMING UP!

PSYCHO MAN CLAIMED HIS *CONTAINMENT TUBES* WERE VIRTUALLY *INDESTRUCTIBLE...!*

BY ALTERING THEIR *MOLECULAR COMPOSITION*, THEY'LL SERVE A MORE USEFUL AND *JUST* PURPOSE!

WOW! REMIND ME TO HAVE YOU TURN THAT THING INTO A *PORSCHE* WHEN WE GET *BACK!*

HURRY ON BOARD, PEOPLE!

I THINK WE'RE ALL SET. NOW WHAT?

LIKE MY ***BOARD,*** THE SHIP WILL FOLLOW MY ***MENTAL COMMANDS.***

ALL THAT REMAINS IS THAT WE BREACH THE ***DIMENSIONAL INTER-FACE*** SEPARATING THIS REALM FROM OUR OWN!

HI, THERE, FOLKS! MY NAME'S SPIDER-MAN AND I'LL BE YOUR FRIENDLY NEIGHBOR-HOOD FLIGHT ATTENDANT FOR THIS TRIP!

JUST SIT BACK, RELAX AND THIS WHOLE LONG NIGHTMARE WILL BE OVER BEFORE YOU KNOW IT!

AND BELIEVE ME, I'LL BE AS RELIEVED AS YOU!

AS THE COSMIC POWERED SHIP ARCHES SKYWARD BEHIND THE SILVER SURFER, SPIDER-MAN GLANCES BACK AT PSYCHO MAN'S WORLDSHIP...

...SILENTLY PONDERING THE BATTLE THAT EVEN NOW RAGES BELOW...

...AND WONDERING IF ANYONE WILL EVER KNOW ITS OUTCOME.

MEANWHILE, ON EARTH...

SKREEDOGA SKREEDOGA

HURRY, YOU TWO!

THAT *ALARM* IS COMING FROM OUR *SUBMOLECULAR STUDIES LAB!*

AND HERE I THOUGHT IT JUST MEANT MY *TOASTER STRUDEL* WAS *DONE!*

QUIT *CLOWNING,* BEN-- THIS COULD BE A *SERIOUS* MATTER!

THAT PARTICULAR LAB HOUSES THE *GATEWAY* BETWEEN OUR WORLD AND *SUB-ATOMICA!* WE COULD BE UNDER ATTACK BY *PSYCHO MAN* OR--?!

HOLY CATS! DID SOMEBODY PLAN A *PARTY* WITHOUT INVITIN' THE EVER-LOVIN' BLUE-EYED *THING?*

ACTUALLY, *WE'RE* THE ONES WHO ARE *UNINVITED,* THING!

IT'S A *LONG* STORY, BUT *BELIEVE* ME-- WE'VE GOT ONE *DOOZY* OF AN *EXPLANATION* FOR WHAT'S GOING ON HERE!

LOOKIT-- THE *FANTASTIC FOUR!*

SHEESH, AND ALL THIS TIME, STRETCHO'S HAD US OUT *LOOKIN'* FER YA!

DO US A FAVOR AND *CALL AHEAD* NEXT TIME, WILLYA?

SOME TIME LATER...

FUNNY HOW THINGS WORK OUT SOMETIMES, HUH?

THIS ALL STARTED WITH YOU AND I HAMMERING ON EACH OTHER LIKE IT WAS AMATEUR BOXER'S NIGHT DOWN AT GOLD'S GYM...

...AND HERE WE ARE WALKING AWAY FRIENDS!

I OWE YOU MY ***THANKS,*** SPIDER-MAN.

THROUGHOUT THIS ENTIRE ORDEAL, YOUR ***COURAGE*** NEVER FAILED YOU AND ***WITHOUT*** IT... WE WOULD NOT HAVE ***SURVIVED.***

AW, COME ON! YOU'RE MAKIN' ME BLUSH!

I'M JUST GLAD WE ***DID*** SURVIVE, YOU KNOW? I SHOULDN'T HAVE EVEN LASTED ONE ROUND WITH ***YOU--***

--LET ALONE A HEAVY HITTER LIKE ***PSYCHO MAN!***

I JUST HOPE THINGS WORK OUT ***BETTER*** FOR YOU HERE ON ***EARTH*** NOW THAT THIS IS ALL ***OVER.***

YOU'VE DEFINITELY GOT ***MY*** BEST WISHES, GUY!

I... I ***THANK*** YOU, SPIDER-MAN.

YOUR ***SINCERITY...*** YOUR WILLINGNESS TO FORGIVE ME FOR ALL THE ***HARDSHIP*** I'VE CAUSED YOU... IT ***HUMBLES*** ME.

AND IT ***REMINDS*** ME, YET ***AGAIN,*** WHY I CHOSE TO FIGHT FOR THIS WORLD WHEN ***GALACTUS,*** MY FORMER MASTER, ***THREATENED*** ITS EXISTENCE...

HUMANITY POSSESSES A KIND OF INHERENT ***NOBILITY...*** AND THOUGH IT IS OFTEN ***OVERSHADOWED*** BY BEHAVIOR OF AN ***INEXPLICABLE NATURE...***

...I THINK IT IS BEST ***EXEMPLIFIED*** BY PEOPLE LIKE ***YOU.***

ACTUALLY, I DON'T THINK I'M TOO DIFFERENT FROM MOST PEOPLE ON THIS CRAZY PLANET.

WE'RE ALL CAPABLE OF ***EXTRAORDINARY*** GOOD, BUT WE'RE ***FALLIBLE--*** WE MAKE ***MISTAKES--*** AND TOO OFTEN WE LET OUR MOST ***MUNDANE*** INSTINCTS CONTROL OUR LIVES.

WE'RE NOT ALWAYS EASY TO FIGURE OUT, AND THAT'S ***FRUSTRATING,*** BUT FOR BETTER OR WORSE...THAT'S WHAT MAKES US ***HUMAN.***

THAT IS SOMETHING I'LL KEEP IN MIND.

FAREWELL, SPIDER-MAN!

YOU TOO, AND ***HEY!***

YOU'LL GET ***BACK*** TO ME ABOUT STARTING A ***TIME SHARE*** ON THAT ***BOARD,*** RIGHT?

THE FOLLOWING MORNING...

Oh, MY LORD! PETER!

WHAT ON EARTH *HAPPENED* TO YOU?

GOT A LITTLE ***OVER-ZEALOUS*** SNAPPING SOME ***PICS***, I THINK.

THE ***SCRATCHES*** STILL LOOK THAT ***BAD***, HUH?

QUIT ***DISTRACTING*** EVERYBODY WITH YOUR ***SOB STORY***, PARKER! THEY'VE GOT ***WORK*** TO DO!

AND I THOUGHT ***YOU*** CAME UP HERE TO SHOW ME SOME ***PHOTOS?!***

I, *Uh*, DID, MR. JAMESON. THEY'RE--

HRRMPH. SPIDER-MAN AND THE SILVER SURFER. NICE.

I'VE SEEN PLENTY ***BETTER***, BUT NICE, ALL THE SAME.

Hmmm...THE PEOPLE FROM THE HOTEL DIS-APPEARANCES, TOO?

TELL YOU WHAT. I'LL TAKE THE ***LOT*** OF 'EM.

AND JUST THIS ONCE...

...I'LL EVEN PAY YOUR BONUS RATE.

A ***BONUS?!*** OMIGOSH, THAT'S ***GREAT***, MR. JAMES--

EH EH EH! KEEP IT ***DOWN***, PARKER! I'M ONLY DOING IT BECAUSE THAT LITTLE ***PEP TALK*** WE HAD THE OTHER DAY PAID ITS ***DIVIDENDS!***

INSTEAD OF ***MOPING*** AROUND, YOU WENT OUT AND ***PROVED*** YOURSELF. I ***LIKE*** THAT.

OF COURSE, THE FACT THAT YOU PROVED THAT ***SPIDER-MAN*** WAS INVOLVED IN ALL THOSE DISAPPEARANCES ON THE LOWER EAST SIDE...

...THAT DOESN'T ***HURT!***

THE END

MARVEL COMICS

JULY
#7

APPROVED BY THE COMICS CODE AUTHORITY

LIFE SPINNERS™

TALES OF SPIDER-MAN®

The SENIOR PROM is just around the corner...

...but so is the SINISTER SANDMAN!™

WWW.MARVEL.COM

CHEM... STUDIED.

Squeet

BIO... *COVERED...*

HFFF!!

FIFTY.

LAUNDRY... PICK UP AT FOUR...

TELL MRS. MOLLE LESS *STARCH...*

I SAID I'M *BUSY!!! WHAT?!?*

NICKEL CHLORIDE AND CALCIUM NITRATE?

NAH... UNSTABLE... GET THE USUAL...

IT'S *TADPOLE.* TOTALLY. LOOK IT UP.

TAUPE OR *MAUVE?*

TYPE UP THE *KEY CLUB* MINUTES, MEET MISS WATSON'S *NIECE,* SEND PICS TO J.J.J., STERILIZE *GLASSWARE* FOR EXPERIMENT--

FAKE OUT HISTORY PAPER, BUST BUTT ON *PHYSICS* PAPER, AND LIGHT A *CANDLE* FOR CHEM FINAL...

BY *TOMORROW.*

YEAH... Y'R A *PRETTY* ONE...

OR, PLAN B... FIND THE GREEN GOBLIN... KICK HIM TILL *HE'S SADDLE SORE...*

I'M SORRY, WHAT WAS THAT, GOBBY?

NNGH!

SEVENTY...

IT'S CALLED *"BETTY* GETTING READY FOR ***WORK*** TIME," EVER ***HEAR*** OF IT?

I KNOW, I'M SORRY, BUT JUST GIVE ME ***FIFTEEN*** SECONDS WITH DANIEL SO I CAN ***SHOWER,*** PLEASE?

LALaLALaLA!!!

TADPOLE... ***WOW.*** VERY GOOD, LIZ... OH, THIS LOOKS LIKE A ***HARD*** ONE, THE ***"KREBS*** CYCLE."

=SIGH= A SERIES OF ***ENZYMATIC*** REACTIONS IN AEROBIC ORGANISMS...

PLEASE, LADIES, ***PLEASE...*** HOW MANY UNDIES CAN ONE MAN CARRY?

THANK YOU VERY MUCH...

I DIDN'T KNOW GOBLINS COULD CRY--

SPIDER-SENSE?!?
Uh-Oh...

HNNNGHNNNGH!

ONNNNNE HUNN--

??

FWAK

NNGH!

... AND IF THEY DON T END UP IN JAIL, ***DROPOUTS*** GET A DEAD-END JOB WITH A ***BITTER*** BOSS IN A ***SMOKY*** OFFICE!

REALLY? IS THAT ***TRUE,*** AUNT BETTY?

WANT TO FIND OUT? COME WITH ***ME*** INSTEAD OF GETTING ON THE BUS...

I DON'T THINK THEY'D EVEN ***INVENTED*** THIS STUFF WHEN I WAS IN HIGH SCHOOL! I'M ***IMPRESSED,*** HON!

Uh-Huh... DO I LOOK ***FAT*** IN THIS?

EITHER YOUR ***SIGNATURE*** OR YOUR ***BRAINS*** IS ON THIS CONTRACT...

"BRAINS" OR ***"BLOOD"?***

AUNT MAY! I DIDN'T REALIZE YOU WERE THERE--

DEAR ME, SHAVING ALREADY? BUT YOU'RE JUST A BOY!

AND YOU'RE LIKELY TO HAVE AN ***ACCIDENT*** AND ***SLIT*** YOUR NECK OPEN!

BUT I CAN'T JUST LEAVE THE ***STUBBLE--!***

MAYBE I HAVE SOME ***CREAM*** THAT WILL TAKE CARE OF IT.

DAT'S JUST IN CASE YOU ***THINK*** ABOUT DOIN' SOMETHIN' ***STUPID*** TODAY WHEN I AIN'T AROUND, ***EUGENE.***

HAVE A GOOD DAY AT SCHOOL, PUNK...

ONE...

SMART KID. A ***GENIUS.*** SAY HI TO ***SCHOOL*** FOR ME...

...KEEP HANDING IN HOMEWORK LIKE ***THAT,*** AND YOU'RE ***SURE*** TO RANK HIGH IN YOUR CLASS!

THANKS, MOM... CAN I ***BORROW*** THE ***CAR*** ON FRIDAY?

I ABSOLUTELY, POSITIVELY, ***DEFINITELY...*** NEED TO GET A ***LIFE.***

STAN LEE PRESENTS:

THE BRIDGE

A REMINISCENCE IN THREE PARTS STARRING PETER PARKER, A.K.A. THE AMAZING SPIDER-MAN

JOE KELLY
Writer

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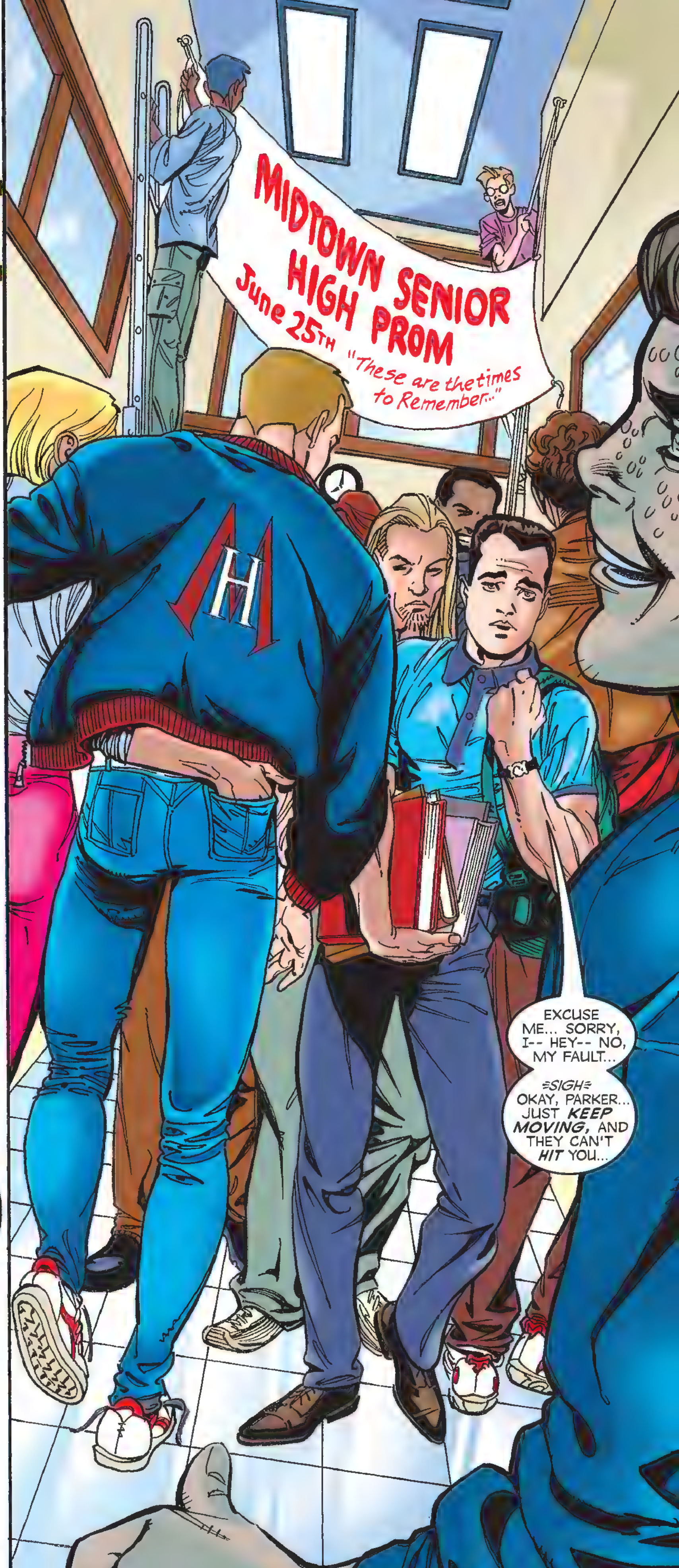

THE *PROM?* YEAH... WHO ARE *YOU* TAKING?

MARIA... I JUST HAVE TO GET HER TO *LOOK* AT ME...

...SO *LAME...* I'M ALREADY ACCEPTED TO COLLEGE, WHY *STUDY?* I'M CUTTING OUT TO HIT THE *BEACH--*

I AM *SO* WITH YOU... DOES ANYONE HAVE A *CAR?*

NICE *SHIRT,* PARKER... BUTTONS *ALL* THE WAY UP, Hunh?

CLASS. STUDY HALL. *CLASS.* LUNCH IN LAB. *CLASS.* KEY. LAUNDRY. *SHOPPING.* STUDY. GOBLIN. *STUDY.*

NOT THAT THE DAY WOULDN'T GO A *THOUSAND* TIMES FASTER IF I COULD JUST USE MY *SPIDER-POWERS* IN THE OPEN...

=Whoulf= HEAVY...

LOOKIT THE *DORK!*

BUT THAT WOULD MEAN PETER PARKER *ACTUALLY* CAUGHT A *BREAK...* AND THAT MIGHT *UPSET* THE UNIVERSAL BALANCE OR SOMETHING...

MAYBE YOU SHOULD CONSIDER A *BIGGER* BOOKBAG... OR MAYBE RENTING A *PICKUP TRUCK...*

VERY FUNNY, LIZ.

AND WHERE'S YOUR LAUGH-A-MINUTE *SIDEKICK, FLASH THOMPSON?*

WHY IS THAT ALWAYS THE FIRST QUESTION EVERYONE ASKS ME? WE'RE NOT A *SALT AND PEPPER SET,* YOU KNOW! I'M MY OWN PERSON...

I KNOW, I KNOW, YOU'RE A *MODERN* WOMAN...

...WHO JUST HAPPENS TO BE *DATING* THE PROTOTYPICAL *NEANDERTHAL FOOTBALL HERO.*

SO... WE'RE STILL GOING TO *STUDY...* RIGHT?

OH, MAN... I'M SORRY, LIZ =Sigh= -- *FORGOT.* MY HEAD IS PACKED WITH SO MUCH JUNK RIGHT NOW. MY EXPERIMENT AND *GRADUATION* AND--

AND THE *PROM?* HEH... FUNNY YOU SHOULD *MENTION* THE PROM... I WAS *WONDERING...*

Uh-Oh... *SPIDER-SENSE?* WHAT COULD BE--?

FLASH. GOODIE.

JUST KEEP SAYING IT, PARKER... GREAT *POWER*, GREAT *RESPONSIBILITY*... GREAT *POWER*, GREAT--

FWAPP

INTERFERENCE!

WHOULFF!!

THAT'S A *DO-OVER*, BOYS... *DWEEB* ON THE FIELD OF *PLAY*.

YOU DROPPED YOUR *NOTEBOOKS*, PARKER. THAT'S A *SAFETY* HAZARD. BETTER CLEAN UP BEFORE SOMEONE GETS *HURT*--

PETER!! ARE YOU *ALL RIGHT?*

EVERYTHING BUT MY PRIDE.

PARKER'S *FINE*, LIZ... IN FACT, I BET HE'S EVEN *SMARTER* THAN BEFORE! NOW HE KNOWS WHAT HAPPENS WHEN HE TRIES TO *CHAT UP* MY GIRL--!

FLASH, YOU DIDNT HAVE TO--

RIIING

FRIENDLY TIP, PARKER... BACK OFF FROM LIZ, IF YOU WANNA SEE *GRADUATION*.

GEE, THANKS FOR THE WARNING, LOUDMOUTH.

=SIGH= YES, SIR, MAY I HAVE *ANOTHER?*

IT'S ***STUPID***. I HAVE MORE ***IMPORTANT*** THINGS TO WORRY ABOUT, LIKE, OH, I DON'T KNOW...

SCORING A GRANT TO ***ESU*** SO I CAN GO TO ***COLLEGE?*** AM I DOING THIS ***RIGHT?***

YES, ***PERFECT***... BUT, PETER, THE PROM ONLY HAPPENS ***ONCE***. I REALIZE THAT THE ***DEATH*** OF YOUR ***UNCLE*** HAS LEFT YOU IN DIRE NEED OF ***FINANCIAL AID***...

BUT IT'S ONLY ***ONE*** NIGHT. ONE NIGHT I PROMISE YOU'LL ***REGRET*** MISSING OUT ON.

PUT IT ***THIS*** WAY, MISTER DEL...

I'D RATHER CRAWL THREE MILES THROUGH ***BROKEN GLASS*** THAN SPEND A ***HUNDRED PLUS DOLLARS*** TO WATCH THE JERKS WHO MADE FUN OF ME FOR FOUR YEARS DANCE, DRINK, AND BE ***MERRY***.

OH, COME ON, LAD... IT'S NOT ***THAT*** BAD--

NO... THE ***BOSTON MASSACRE*** WAS BAD...

... PARKER'S LIFE IS ***WORSE***.

NO ONE ASKED YOU, ***BLAKE!***

I THINK HE JUST CAN'T GET A ***DATE,*** 'CAUSE HE SPENDS MORE TIME WITH ***TEST TUBES*** THAN ***CHICKS***.

THERE'S ***TIME,*** THOUGH... I HEAR ***TEN-TON TRUDY'S*** STILL AVAILABLE. NEED A ***BIG*** LIMO, THOUGH...

PARKER MAY ***NOT*** BE A SOCIAL BUTTERFLY, BLAKE, BUT AT LEAST ***HIS*** PROJECT FOR THE GIFTED STUDENT PROGRAM IS ALMOST ***COMPLETE***... UNLIKE A CERTAIN ***OTHER*** SENIOR I KNOW...

NO WORRIES, DEL. I'VE BEEN DOING A LOT OF, *Uh...* ***INDEPENDENT STUDY,*** AT MY DAD'S COMPANY.

DON'T YOU MEAN, "MY RICH FATHER HIRED A FIRST YEAR ***ENGINEER*** TO DO MY EXPERIMENT FOR ME..."?

FUNNY, PARKER. HOPE YOU'RE STILL *LAUGHING* WHEN I SLIDE INTO ESU AND YOU HAVE TO SUCK *FUMES* AT TURNPIKE *TECH* NEXT YEAR.

HANG UP THE *BEAKERS*. GET A *DATE* TO THE PROM AND HAVE SOME *FUN* BEFORE YOU POP AN *ANEURYSM*...

AND BECAUSE I'M SUCH A *MENSCH*, YOU CAN EVEN COME TO *MY* HOUSE AFTERWARDS. *HUGE* PARTY, DUDE... *EPIC*.

YOUR *DAD* FOOTING THE BILL FOR *THAT* TOO?

LATER.

IGNORE HIM, PETER. YOU'RE DOING *FINE* WORK HERE...HARD WORK. IT WILL PAY OFF FOR YOU.

I SURE *HOPE* SO, MR. DEL... BUT SOMETIMES... I'M NOT SO *SURE*.

A GUY LIKE BLAKE DOESN'T LIFT A *FINGER* THROUGH ALL OF HIGH SCHOOL, 'CAUSE HIS *FATHER* CAN BUY HIM A PLACE AT ANY COLLEGE ON THE PLANET--

I WORK MY WHOLE LIFE TO BE A *GOOD* STUDENT, WALK IN A *STRAIGHT* LINE...

MY PARENTS ARE GONE...

MY *UNCLE* GETS *MURDERED*...

...

I'M *SORRY*... I *FORGOT* WHAT I WAS SAYING...

CAN WE START *AGAIN*? I LOST MY *PLACE*...

THREE... TWO... *ONE*.

ALL RIGHT, *THAT'S* ENOUGH POUTING, MISTER PARKER. I DON'T DRIVE TWENTY BLOCKS OUT OF MY WAY SO I CAN STARE AT A *SOURPUSS*--

I DO THAT EIGHT HOURS A DAY AT THE *BUGLE!*

SO *WHAT,* THAT BLAKE GUY'S A *BOOR?* WHO *CARES?* YOU'RE THE SMARTEST KID IN ALL OF MIDTOWN HIGH, PETER, AND *EVERYONE* KNOWS IT.

PETER PARKER IS *NOT* GOING TO *"TURNPIKE TECH."* THAT GRANT IS *YOURS.*

MMMMM...

BUT I THINK BLAKE IS RIGHT ABOUT *ONE* THING... YOU COULD STAND TO RELAX JUST A *TEENSY WEENSY* BIT. I'M NOT SUGGESTING ANYTHING *DRASTIC*...

...BUT *ONE* AFTERNOON WITH YOUR *GIRLFRIEND* AT THE *BEACH* INSTEAD OF TOILING IN THE LAB WOULDN'T *KILL* YOU--

IT WOULDN'T *KILL* ME, BUT IT *MIGHT* MEAN THE DIFFERENCE BETWEEN A *COLLEGE CAREER* OR SCRAPING *GUM* OFF OF J. JONAH'S SHOES FOR *THREE* DOLLARS AN HOUR!

GEE, LIFE AT THE *BUGLE... THAT'S* SOMETHING TO SHOOT FOR--

SCREEEECH

VROOM

SMOOTH, PARKER... REAL *SMOOTH.*

THEORETICALLY, THE *ADHESIVE* PROPERTIES APPLY TO BIOLOGICAL AGENTS ONLY IN RARE =YAWN= IN RARE...

KNOCK-KNOCK! TIME FOR ALL BOY *GENIUSES* TO TAKE A BREAK AND FEED THEIR *BRAINS*--

NO THANKS, AUNT MAY... BREAKS MEAN *LESS* TIME WORKING... WHICH MEANS I LOSE OUT ON THE *GRANT* TO ESU...

AND THAT'S THE *LAST* THING I WANT TO HAPPEN!

PETER, ARE YOU ALL RIGHT? DO YOU HAVE A HEADACHE?

YES, IT'S CALLED MY *LIFE*.

OH DEAR... YOU'RE *DISTRACTED*, AREN'T YOU? SPRING FEVER? THOUGHTS OF *GRADUATION*... MAYBE EVEN *BUTTERFLIES* IN THE STOMACH OVER THE *PROM?*

THE PROM? OH, RIGHT... THE PROM.

WELL, DON'T YOU HAVE A *CARE*, DEAR... A *LITTLE BIRD* TOLD ME THAT THESE THINGS HAVE A *WAY* OF WORKING THEMSELVES OUT...

YOU JUST FOCUS ON YOUR *STUDIES*, DEAR... AND DON'T FALL ASLEEP WITH THE *LIGHT* ON.

GOOD *NIGHT*, PETER. SLEEP *TIGHT*.

SLEEP... RIGHT... MAYBE *NEXT* YEAR...

...*NEW YORK IN THE SPRING... NOTHING BEATS IT. YOU TAKE A* ***DEEP*** *BREATH, AND FOR JUST A FEW WEEKS, INSTEAD OF* ***EXHAUST***...

...YOU CAN TASTE THE **FUTURE.**

CLEAN...OPEN... **UNCLUTTERED... UNDEFINED.**

DOESN'T MATTER IF YOU LIVE IN THE **BURBS** OR THE **BOWERY...** THAT FUTURE IS **YOURS** TO DO WITH AS YOU **WILL.**

SPRING BRINGS **CHANGE...** AND CHANGE IS **FANTASTIC.** THE BIRDS KNOW IT... THE **BUGS** KNOW IT...

WHAT ABOUT **YOU?**

YEAH, I HEAR IT, TOOTS... GOTTA KEEP MOVIN' **UPWARDS,** NOT **BACKWARDS...**

'CEPT I'M IN **NEUTRAL!** THE **SANDMAN** AIN'T MOVIN' **NOWHERE!**

I KNOCK OVER ANOTHER BANK. SO **WHAT?** I MAKE OFF WITH SOME BILLS, SO **WHAT?** IT'S NEVER **ENOUGH...** NEVER ENOUGH F'R ME T'MOVE **UP...** MOVE **ON...**

WHAT SORT OF LIFE IS **DAT?!?**

DERE'S **GOTTA** BE SOMETHIN' ELSE... SOMETHIN'...

MERC MONTHLY

SOMETHIN' T'TAKE ME TO THE **NEXT LEVEL...** YEAH... WHY NOT..?

IT'S SPRING... THINGS **CHANGE.**

PETER! YOUR BUCKWHEAT FLAPJACKS ARE *READY*--

SORRYAUNTMAY*NOTIME*IOVER*SLEPT*IGOTTACATCHTHE*BUS*--

CAUSEIDON'TWANTTOBE*LATE*--

???

PLEASE, UNCLE BEN... JUST PROMISE ME *ONE THING*...

...TELL ME IT ALL GETS *EASIER* AFTER HIGH SCHOOL.

NOW, IF I'VE DONE MY HOME-WORK... WHICH I *HAVE*...

...I'VE CONCOCTED A HYPER ADHESIVE *POLYMER* THAT WILL ADHERE TO *SILICATE*-BASED MATERIALS... IF NOT...

...I DON'T EVEN WANT TO *THINK* ABOUT IT.

MR. DEL! *DEL!* YOU HAVE TO SEE THIS!

I WAS *RIGHT* ABOUT THE BONDING PROPERTIES-- IT'S... IT'S FANTASTIC! YOU'VE GOT TO SEE *THIS!!*

DEL?

THIS... *WOW*... I... I'VE NEVER SEEN ANYTHING *LIKE* THIS... I... I DON'T EVEN KNOW WHAT TO *SAY*...

WHAT DO YOU CALL IT AGAIN?

VIRTUAL REALITY... A WORLD *FULLY* GENERATED BY *COMPUTER*. IT'S GOING TO *REVOLUTIONIZE* THIS LAME WORLD FOREVER.

AND, BLAKE... YOU... *BUILT* THIS? I MEAN, YOU HAVE *DOCUMENTATION?*

I *TOLD* YOU I WAS WORKING OUTSIDE OF SCHOOL!! SURE, I HAD A LITTLE HELP GETTING THE *PARTS*, *BUT* IT'S ALL *ME*... *RIGHTEOUS*, AM I *WRONG?*

SO BLAKE COBBLES TOGETHER HIS *FATHER'S* COMPUTER *JUNK* WHILE I SLAVE AWAY FOR *SEVEN MONTHS* WITH *RUBBER BANDS* AND *PAPER CLIPS*...

BLAKE, WITH A PROJECT LIKE *THIS*...

YOU'RE A *SHOE-IN*.

I GUESS THAT'S *LIFE*-- OR AT LEAST *MINE!*

=SNICKER= LOOK...

... MUSTA LOST AT *CHESS*...

... GONNA BE *GOOD*...

BWAAAH!!!

WHAT--?

FLOOSH

WHOA...TOUGH *BREAK,* PARKER! =SNICKER=

YEAH... BUT NOT AS TOUGH AS THE BREAK YOU'LL GET IF YOU DON'T STAY AWAY FROM *LIZ ALLEN, DWEEB...*

I--

WELL, WELL... THOUGHT IT WOULD BE FUNNY TO WASH DOWN THE *HALLWAY,* HUH? LET'S SEE HOW FUNNY YOU THINK IT IS FROM *DETENTION...*

I--

YOU--

OH, *NO...*

COME ON, LIZ... LOOK AT WHAT YOU *HAVE!*

SURE... FLASH IS *ALL RIGHT...* FOR A *JOCK...* BUT GIVEN A *CHOICE--*

WHAM

NO! NO! *NO MORE!*

PETER? WHAT--?

THAT'S IT! I *QUIT!!*

WOW... *COOL.*

FASTER.

FASTER.

BETTER.

YEAH... YEAH...

THIS IS *GOOD*...

THIS IS *GREAT*...

WHO AM I KIDDING? THIS STINKS!!!

BEEN SLINGING AROUND THE GREAT BOROUGH OF MANHATTAN FOR NEARLY ***TWO HOURS,*** AND I'VE ***STILL*** GOT A BUG UP MY LONGJOHNS--

BUT WHY ***SHOULDN'T*** I?!? I BUST MY HUMP EVERY DAY, ***NO*** QUESTIONS ASKED--

--JUST TO BE BLOWN AWAY BY A CHEESY ***WEASEL*** LIKE BLAKE AND ***HUMILIATED*** BY A BUNCH OF ***MORONS?!?***

AND SURE AS THERE'S ***STENCH*** IN THE ***SUBWAYS,*** YOU JUST ***KNOW*** I'LL BE MINDING MY OWN BUSINESS, SAVING THE CITY FROM ***SUPER FREAKS*** AND GETTING ***CAT BURGLARS*** OUT OF TREES--

AND WILL I GET THE KEY TO THE ***CITY?*** NOOOOOO! OL' SPIDEY WON'T EVEN GET THE KEY TO THE ***MEN'S ROOM,*** THANKS TO J. JONAH AND HIS ***POISON PEN LOVE LETTERS!!***

IS LIFE *ALWAYS* GOING TO BE LIKE THIS FOR ME?

I WORK *HARDER* WHILE EVERYONE *ELSE* WORKS *SMARTER?*

AT *THIS* RATE, I'D BE BETTER OFF *NOT* GRADUATING SO I COULD STAY BACK A YEAR AND LEARN HOW TO *GOOF OFF* PROPERLY!

IT'D BE BETTER PREPPING FOR THE *REAL WORLD* THAN WORKING ON THIS STUPID *PROJECT* EVER WAS...

SEVEN MONTHS OF *RESEARCH* SO I CAN GRADUATE WITH A CANISTER OF USELESS *GOOP,* AND *BLAKE* CAN DRIVE HIS DADDY'S *MERCEDES* TO ESU...

"CONGRATULATIONS, PARKER! POMP AND CIRCUMSTANCE AND RENTED CAP AND GOWN AND A CLASS RING-- OH, WAIT, YOU CAN'T *AFFORD* A CLASS RING, CAN YOU?

"WELL, AT LEAST YOU HAVE YOUR PRETTY *TUBE!"* I SHOULD JUST TOSS THE WHOLE THING IN THE EAST RIVER AND-- AND --

WHAT?!?

WHAT DO YOU WANT, *SPIDER-SENSE?!?* WHAT'S SO *IMPORTANT* THAT YOU WON'T LET ME FINISH MY *RANT* HERE?!?

PA

BOOM

OH... HEH... AN EXPLOSION AT THE *U.N. BUILDING...* I GUESS *THAT* COUNTS...

THANK YOU, SPIDER-SENSE... DADDY *LOVES* YOU...

YEAH, DAT'S RIGHT! WE *AIN'T* GONNA PUT UP WITH Y'R *OPPRESSION* NO MORE, YOU... *Uh*... CAPITALIST *PIGS!*

WHAM HAMM

DIS COUNTRY HAS MANHANDLED THE *PROLETARIAT* FOR DA *LAS'* TIME!!!

NOW, YOU DONE INCURRED THE *WRATH* OF THE... THE-- *Uh*...

BLAMM BLAMM BLAMM

THE *SANG DU MORT BRUDDERHOOD!* GEEZ... WHAT A *STUPID* NAME...

'COURSE, THEY PAY THE BILLS, THEY CAN CALL THEMSELVES *CHUMBAWUMBA* F'R ALL I CARE... *=AHEM=*

SO *KNEEL* BEFORE THE PREORDAINED-- HUH?

TAP TAP TAP

WOW... I KNEW HOOKED ON PHONICS WORKED FOR *SOMEBODY*...

BUT WHO KNEW IT WAS YOU?

"SMITE THEE?" YOU *POOR* MAN... GOTTEN INTO THE *DRUGS*, HAVE WE? =TSK-TSK=

SPIDER-MAN!!! PERFECT! I WAS *HOPIN'* YOU'D MAKE A SHOW... =AHEM= IN THE NAME OF DA SANG DU MORT BRUDDERHOOD, I *SMITE* THEE--

WHAT? NO! I--

YADDA YADDA YADDA, *LOOK*, SANDY, I DON'T KNOW WHAT *ROLE PLAYING* GAME YOU'RE RUNNING HERE, BUT PACK UP THE *DICE* AND THE *DECKS*... *I*'M IN *NO MOOD*.

DO US *BOTH* A SOLID, AND JUST CLIMB BACK TO YOUR *KITTY LITTER* BOX... I GOT *MOPING* TO DO...

HEY, I CALLED YOU *OUT*, WEBS! LET'S GET *DOWN* TO IT! THROW THE FIRST PUNCH--!

TOO LATE, *YOU* STARTED... WITH YOUR *BREATH*. =WHEW=

AND I ALREADY *TOLD* YOU, I'M *NOT* IN THE MOOD.

WHAT'S UP WITH SPIDER-MAN? HOW COME HE HASN'T PUT THE *KIBOSH* ON SAND-MAN ALREADY?

HE DOESN'T *SOUND* LIKE HIMSELF...

THINK THEY'RE WORKING *TOGETHER?*

SCHLICH

LISTEN YOU! DIS GIG IS *VERY* IMPORTANT F'R MY CAREER...PEOPLE ARE *WATCHIN*, SO I NEED A GIANT-SIZED *TUSSLE* WIT YOU T'SHOW WHAT I'M *MADE* OF.

YOU'RE MADE OF SAND... HENCE THE *NOM DU SCARY*. AM I THE *FIRST* ONE TO POINT THIS OUT?

INFIDEL! FEEL THE WRATH OF THE *SANG DU MART*-- I MEAN *MORT!*

=SIGH= COULD I BE ANY *LESS* INTO THIS? I MEAN *REALLY*...?

WELL... MAYBE IF IT WAS THE *CIRCUS OF CRIME*...

H-HEY, HOLD IT RIGHT THERE, WEBS.

EX-*SQUEEZE* ME?

YOU HEARD THE MAN... ***FREEZE!***

WHA--? I--? LEMME GUESS... LIFETIME READERS OF THE ***BUGLE,*** RIGHT? THEN ALLOW ME TO USE ***SMALL WORDS...***

ME ***GOOD!*** ***NO BAD!*** ME ***HELP!***

HELP? THEN WHY DIDN'T YOU ***NAIL*** SANDMAN WHEN YOU HAD A ***SHOT*** INSTEAD OF ***YAPPING*** WITH HIM?!?

I DON'T BELIEVE THIS!!! HERE I AM, TRYING TO STOP SAND FOR BRAINS WITHOUT TRASHING THE U.N.--

--AND THE N.Y.P.D. WANTS TO ***PERFORATE*** ME BECAUSE I DIDN'T DO IT ***FAST*** ENOUGH?!?

I ***GIVE UP.*** I JUST WANT THIS DAY TO END, NOW... IF ONLY I COULD JUST ***FINISH*** THIS WITH A ***SNAP*** OF MY FINGERS...

OUTTA MY WAY, ***PLEBIANS!!!*** DA ***SPIDER*** AN' ALL HE STANDS FOR WILL ***FALL*** AT MY HANDS!!

...OR A ***FLIP*** OF A ***LID...?*** THEORETICALLY, MY STUPID SCIENCE PROJECT ***COULD*** GUM UP SANDY'S WORKS ***TOOT-SWEET,*** AND I WOULDN'T HAVE TO LIFT A ***FINGER...***

JUST A ***QUICK FIX,*** NO ***PUNCHING,*** NO FIGHTING... COURSE, I DON'T KNOW WHAT AFFECT IT WOULD HAVE ON HIS ***PHYSIOLOGY,*** BUT--

OH, *SCREW* IT. HE'S A BIG *BOY*... STUFF'S NOT POISON...

POP

WORK *SMARTER*, NOT *HARDER*, RIGHT?

FSSSSSH

DIE, SPIDER-- *Hunh?!?*

SPLBBBPT

WHAT'S *THIS?* SOME SORT OF NEW *WEBBING?* IT WON'T DO YOU ANY--

H-HEY! =NNGH= I-I'M PULLIN' *TOGETHER!*

I... =HNNGH= CAN'T... MOVE... =RRRR=

KERRRRKT

FSSSSSHT

WELL WHAT DO YOU KNOW... SATAN MUST BE STRAPPING ON HIS ICE SKATES...

'CAUSE SPIDER-MAN *FINALLY* CAUGHT A BREAK.

GET THIS CRUD *OFFA* ME!! IT CAN'T END LIKE *DIS!*

WHERE WAS THE BIG *FIGHT?* WHERE'S THE SNAPPY *BANTER?!?* DIS WAS *MY SHOT!!* I *NEED* DIS--!

I'M SURE YOU *DID*, SANDY, BUT GUESS WHAT?

I DON'T GIVE A *THWIPP* ABOUT *YOUR* NEEDS. THAT WOULD REQUIRE *CONCERN, TIME,* AND *EXTRA WORK*. FROM NOW ON...

POINK

SPIDER-MAN WORKS FOR *ONE* PERSON... *HIMSELF.*

WE DON'T NEED NOOOO EDUCATION...
HEY, NICE *HAIR*.
THANKS?
PETER, WEREN'T WE SUPPOSED TO WORK ON YOUR *PROJECT* THIS PERIOD? YOU'RE TWENTY MINUTES *LATE--*
YEAH, SORRY... I... I *FORGOT*. I'LL MAKE IT UP.
WHEN?
AH, YOU KNOW... *WHENEVER*.
PARKER?
YOU SURE YOU'RE *OKAY*, PETER? I MEAN... YOU'RE ALL *UNTUCKED* AND HANGING OUT... NOT A *POCKET PROTECTOR* IN SIGHT...
YEAH, I JUST DIDN'T *FEEL* LIKE GETTING DRESSED UP TODAY...
=SNIF-SNIF= AT LEAST MY DEODORANT'S STILL WORKING!
PETER! WHAT HAPPENED, SOMEONE SLIPPED YOU A *SLACKER* PILL OR SOMETHING?
NOPE... IT'S JUST... *SPRING*, I GUESS.
SPRING... TIME FOR *CHANGE*, RIGHT?
CHANGE IS *GOOD*...
PETE ARE YOU STILL *AGAINST* GOING TO THE PROM?
Um, I DON'T KNOW, LIZ... I REALLY HAVEN'T GIVEN IT MUCH *THOUGHT*... WHY?
LOOK... KID *NEVER* LEARNS... LET *ME*...
WELL... CAUSE, IF YOU *WEREN'T*, I WAS *WONDERING*... IF YOU WERE *GOING* WITH SOMEONE, THAT IS...
WOULD MAYBE THAT *SOMEONE* BE *ME?* MAYBE? ASK *ME?*
YOU? I-- WOW I--
NO... THE WORD IS *"NO."* SURE, SHE'S *CUTE* AND *FUN* AND SMART... BUT SHE'S *FLASH'S GIRLFRIEND* AND *BETTY'S* STILL MAD--
AND SHE'S ASKING *YOU* TO ASK *HER* TO THE PROM, *GENIUS*...

IF YOU *CAN'T*, I MEAN, IF YOUR *AUNT* NEEDS YOU TO STAY IN OR YOU'RE *BUSY*, I TOTALLY UNDERSTAND. I JUST THOUGHT--

NO, IT'S NOT *THAT*... IT'S JUST--

LIZ ALLEN... WOULD YOU DO ME THE *HONOR* OF BEING MY DATE TO THE *PROM?* I *PROMISE* I'LL TUCK IN MY *SHIRT*...

WOW! THAT'S...

FWAT

YEAH. YES... *YES*.

HA... I THOUGHT FOR SURE YOU WERE GOING TO SAY YOU WEREN'T GOING...

YEAH, WELL... IT'S *SENIOR YEAR*... A GUY'S GOTTA LEARN TO RELAX *SOMETIME!*

HOW'D HE--?

WHO *CARES?* DID YOU SEE WHERE THAT NERD PUT HIS *ARM?*

FLASH'S GONNA HEAR ABOUT THIS...

"... PARKER DOESN'T KNOW *WHAT* KIND OF TROUBLE HE *BOUGHT* HIMSELF TODAY..."

YeaAIEEEEGH!!! *GUARD!!!* *GUAAAARD!!!*

YOU FELLAS *HEAR* THAT?!?

ALL OF *RIKER'S ISLAND* HEARD THAT!

HE JUST GOT IN *TODAY*... HE *CAN'T* ALREADY BE CRYIN' FOR *MAMMA*... WATCH OUT... IT'S PROBABLY A *TRICK*...

I DON'T THINK THAT'S A *TRICK*...

MOTHER O' *MERCY*...

I... CAN'T... *CONTROL* IT!!! I-I-- *YEARRGH!!*

HELP ME... YOU GOTTA... YOU GOTTA *HELP*...

SPIDER-MAN!!! *HE* DID THIS TO ME!!! *SPIDER-MAAAAAN!!!*

TO BE CONTINUED!!!

MARVEL COMICS®

AUG #8

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WEBSPINNERS™

TALES OF SPIDER-MAN®

The PROM--

--GRADUATION--

--and the MENACING THREAT of the SANDMAN!™

KELLY SMITH PENNINGTON

WHAMM

PARKER DID *WHAT?!?* TO *WHO?!?*

YEAH, KID... WAY *I* HEAR IT, HE SLID UP TO YOUR *CHICK* AND--

AND HE SAYS TO ME, *"SURE,* LIZ, WHY NOT? YOU ONLY LIVE *ONCE..."*

Uh, HEL-*LOOO!* AND WHAT ABOUT *FLASH?* YOUR *BOYFRIEND?* YOUR *GREEK GOD?!?*

HOW COULD YOU SAY *YES* TO A TOTAL *GEEK* LIKE--

"...PARKER...? PARKER...? HAS ANYONE SEEN PETER PARKER?"

...MOST PRECIOUS TREASURE IN THE WORLD, CATS AND KITTENS...

"GEE, PETER *NEVER* MISSES CLASS... MAYBE HE'S *SICK..."*

THAT'S...THAT'S JUST PLAIN *SICK, MISTER JAMESON--*

MISS BRANT, I NEED TO READ MY *PROOFS.*

TO DO SO, I NEED MY READING *GLASSES.*

SAID GLASSES ARE IN THIS *COMMODE--*

AND J. JONAH JAMESON DOES *NOT* FISH AROUND IN *COMMODES!* THAT'S WHAT I HAVE *YOU* FOR!

MMMMFLLGH!!

YOU...YOU GOTTA H-*HELP* M-ME... *GLLCH* G-GOTTA GET--

"OR *MAYBE* BETWEEN HIS *GRANT PROJECT,* FINAL PAPERS AND GRADUATION ANXIETY, HIS *HEAD IMPLODED..."*

*--GET SOME TIME FOR **YOURSELF**... TOMORROW WILL WORK ITSELF OUT, WHETHER YOU **STRESS** ON IT, OR NOT...*

FLASH, DUDE, THIS IS THE ***PROM***, LIKE, THE MOST ***IMPORTANT*** NIGHT IN YOUR LIFE...

YOU GONNA LET PUNY PARKER ***RUIN*** IT--?

HEY, WHO ARE YOU TALKING TO? I'M ***FLASH THOMPSON*** AND NO ONE--

NO ONE EVER MADE IT AT THE DAILY BUGLE NEWSPAPER TAKING THE EASY ROAD, BRANT!

YOU'RE NOT READY FOR THE RESPONSIBILITY, MAYBE YOU SHOULD GO BACK TO SCHOOL WITH YOUR BOYFRIEND ***PARKER!***

YES, SIR--

NO, SIR... THE SIMPLE TRUTH IS...

PETER PARKER CUT CLASS...AND CAN CURRENTLY BE SEEN FRYING HIMSELF TO GOLDEN BROWN ***PERFECTION.***

...SO TAKE TIME TO ***LAUGH, TO WISH...***

...I ***WISH*** I COULD EXPLAIN IT... BUT I CAN'T... PETER...

HE JUST FEELS ***RIGHT***. I HONESTLY THINK ***THIS*** IS THE POINT WHERE THE ***REST*** OF MY LIFE STARTS FROM...

MRS. LIZ PARKER PROM KING + QUEEN

POW POW

STOP!!

DON'T YOU ***UNDERSTAND?!?*** HE ***DID*** SOMETHING TO ME! DAT FREAK-- HE-- HE STOLE MY LIFE-- MY ***LIFE--***

...TO JUST LIVE LIFE.

FUNNY, I WAS ***CONVINCED*** IT WAS GOING TO BE ***IMPOSSIBLE*** TO CHANGE MY WAYS-- TO LIGHTEN UP AND STOP ***WORRYING*** SO DARN MUCH...

BUT HERE I AM... AN ***'A'*** STUDENT, BLOWING OFF SCHOOL FOR THE ***FIRST*** TIME EVER...

Stan Lee Presents

THE BRIDGE

PART TWO

A REMINISCENCE IN THREE PARTS STARRING PETER PARKER, A.K.A. THE AMAZING

SPIDER-MAN

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...

WHOA, YOU SEE--

--GONNA BE FIREWORKS--

--SHHSH

...

FLASH...

FLASH, IT'S JUST--

FORGET IT... YOU DON'T LISTEN TO ME ANYWAY... WHY WOULD YOU START *NOW*..?

LIZ... LIZ, I...

...

CALL THIS OFF, LIZ, OR I PROMISE... PARKER *WON'T* MAKE IT TO THE PROM.

?!?

WHAT DO YOU MEAN? FLASH--? FLASH--?!?

SHOULDN'T HAVE PLAYED ME... NO ONE PLAYS ME...

EEW, EEW, EEW, AND... *EEW.*

FOUR REASONS TO SERIOUSLY RECONSIDER MY BIG "CAREER MOVE" TO THIS PLACE...

I SHOULD BE DOZING IN A COLLEGE *CHEMISTRY* CLASS OR TWIRLING POM-POMS-- *ANY-THING* BESIDES--

EEW.

=SIGH= WHAT I WOULDN'T GIVE TO GO BACK IN TIME AND *STAY* IN SCHOOL...

EXCUSE ME, I THINK YOU *DROPPED* THESE...

PETER?!? WHAT ARE YOU DOING HERE? SHOULDN'T YOU BE AT *SCHOOL?*

I *CUT.*

REALLY?

YEAH. YOU FORGIVE ME FOR BEING A *JERK* YESTERDAY, SAYING WHAT I DID IN YOUR CAR, OR AM I TRUANT FOR *NO REASON?*

LET ME GET MY *COAT.*

SO I SAY, "MISTER JAMESON, THE *NEXT* TIME YOU HEAD TO THE 'STUDY' TO PERUSE YOUR PROOFS--

--BRING THE *LARGE PRINT* VERSION, AND LEAVE THE GLASSES ON YOUR *DESK!"*

HAHA!! YOU SAID *THAT?!?*

WHY NOT? WHAT'S HE GOING TO DO, *FIRE* ME? LET HIM!

I'M NOT GOING TO *SIT* THERE AND SUFFER HIS *HIGHNESS* LIKE SOME *DUMB KID*. I'M A *PROFESSIONAL!*

GOOD FOR YOU, *BETTS*... I DON'T THINK I WOULD HAVE HAD THE GUTS--

THAT'S BECAUSE YOU'RE STILL IN *HIGH SCHOOL*, LAND OF *SENSELESS* RULES AND UNQUESTIONABLE AUTHORITY FIGURES!

WAIT UNTIL THE *REAL* WORLD COMES CRASHING IN-- RENT, COMMUTING, *FICA!* YOU DON'T KNOW HOW *GOOD* YOU HAVE IT!

TRUST ME, I KNOW...

IT FINALLY HIT ME THAT THESE ARE THE *"GOOD DAYS"*, AND I SHOULD STOP STRESSING AND JUST ENJOY THEM LIKE EVERYONE ELSE.

LIKE THE PROM FOR INSTANCE... I WASN'T GOING TO GO--

THE *PROM?*

YEAH, I THOUGHT IT WAS STUPID AND A WASTE OF "VALUABLE *LAB TIME"*, BUT IT FINALLY HIT ME--

I DESERVE A PARTY! I DESERVE TO HAVE FUN--

OKAY, I'LL *GO*.

SAY WHAT?

I MEAN, I *NEVER* WENT TO A PROM... IT WOULD BE SORT OF *FUN*... AND I KNOW JUST THE *DRESS* TO WEAR--

WAIT, I THOUGHT YOU WOULDN'T *WANT* TO--

FOR YOU, PETEY! TO MAKE THE PROM WONDERFUL FOR *YOU*, I'D MAKE THE *SACRIFICE--*

OH, AND I KNOW JUST HOW TO DO MY *HAIR* AND WE'LL *DANCE*, AND--

PETER, YOU... YOU DIDN'T ALREADY ASK SOMEONE *ELSE*, DID YOU?

=Gulp=

Uh... NO, OF *COURSE* NOT... YOU'RE MY *GIRLFRIEND*, AREN'T YOU?

YES, AND YOUR GIRLFRIEND HAS THE *PERFECT* PAIR OF HEELS FOR PROM NIGHT.

THAT'S... THAT'S JUST... YEAH.

THIS *IT?*

YUP, ***HOMELESS***, MOANING, DELUSIONAL. ***BURNED*** OR SOME-THING--

SPIDER... GOTTA FIND... DA ***SPIDER...***

HEY, BUDDY, HOW DOES AN I.V. OF ALL THE ***SALINE*** YOU CAN ***STOMACH*** SOUND--?

DUNNO... YOU THINK IT'LL HELP ***THIS?***

HOLY GOOD GOD

DIDN'T ***THINK*** SO...

THAT'S THE REASON I BROKE OUT OF PRISON--ONLY ONE T'CURE THIS CONDITION IS THE MOOK THAT CAUSED IT...

BY ***HITTIN'*** ME WITH SOME KINDA ***CHEMICAL!***

SO DON'T JUST ***STAND*** THERE... ***SCREAM*** OR SOMETHIN'-- GET ME ***SPIDER-MAN!!!***

BETTY... LIZ... BETTY... LIZ...

BLIZZY.

WHO KNEW BEING IRRESPONSIBLE WAS GOING TO BE SO *TOUGH?*

WORSE, INSTEAD OF WORKING OUT MY *PROM POLEMIC,* I'M STUCK IN HERE WITH FORMULAS AND THEOREMS--

FOR A GRANT APPLICATION THAT WON'T BE WORTH THE PAPER IT'S *WRITTEN* ON, THANKS TO *BLAKE* AND HIS "INDEPENDENT STUDY--"

PARKER, HAVE YOU HEARD A *WORD* I'VE SAID?

Uh... *YES?*

=SIGH= PETER, COME ON... TIME IS GROWING VERY *SHORT* FOR YOUR PROJECT, AND YOU'VE FALLEN *WAY* BEHIND SCHEDULE--

I'M *SORRY,* MR. DEL... IT'S JUST...

...WHEN YOU LOOK *BACK* AT YOUR LIFE, DO YOU THINK TO YOURSELF, "GEE, I REALLY SHOULD HAVE BUCKLED DOWN AND WORKED *HARDER..?"*

OR, "I REALLY SHOULD HAVE HAD MORE *FUN..?"*

I-- *Eh...* WELL, I DON'T KNOW... I'M *PRIMARILY* HAPPY WITH HOW--

DOES THIS HAVE TO DO WITH MY *ENCOURAGING* YOU TO GO TO THE PROM?

SORT OF... YES... NO... *FORGET* IT.

PETER?

I THINK I'M GONNA CALL IT A *DAY...* THERE'S *FUN* TO BE HAD OUT THERE...

I JUST *KNOW* IT.

DEL PRACTICALLY *GENUFLECTED* WHEN THAT OTHER STUDENT, BLAKE, SHOWED OFF *HIS* PROJECT... WHY IS HE STILL ENCOURAGING ME TO *FINISH* THE STUPID THING?

WHAT'S THE POINT? THERE'S ONLY *ONE* *GRANT*...

THERE HE IS...

SO *PUNY*...

DOESN'T STAND A *CHANCE*...

OF COURSE, IF I *DID* DECIDE TO GOOF OFF INSTEAD OF WORKING... WHAT WOULD I *DO?* CAN'T SUN-BATHE ON THE SIDE OF A BRIDGE *EVERY* DAY...

MAYBE THIS WHOLE "NEW PETER" THING ISN'T SUCH A GOOD-- WHOULFF!

PARKER.

YOU DONE SOMETHING REALLY *STUPID,* PARKER. *REALLY* STUPID.

FLASH... OH, BOY-- LOOK, *Uh,* I'M SORT OF *BUSY* RIGHT NOW...

COULD YOU MAYBE PUT THE *PUMMELING* OFF UNTIL, SAY NEXT *MILLENNIUM?*

ZIP THE *LIP,* PARKER, AND OPEN THOSE *GENIUS* *EARS!*

UNINVITE LIZ TO THE PROM, NOW, OR I'LL UNINVITE YOUR *HEAD* FROM YOUR *BODY.*

OKAY, *HOLD* ON, FLASH... JUST--

CLASSIC, PARKER... YOU COULD TWIST FLASH INTO A PRETZEL WITH YOUR SPIDER-POWERED PINKY, BUT NOOOOOOO--

YOU HAVE TO PLAY THE PEACE-MAKING WIMP AND BACK DOWN SO NO ONE SUSPECTS--"

SEE, PARKER'S GOING TO WET HIS PANTS...

STUPID FLASH, ALWAYS MAKING TROUBLE...

POOR PARKER...

MAKING ME OUT TO BE THE WUSS, AGAIN... WORRIED ABOUT WHAT MIGHT HAPPEN IF I STAND UP FOR MYSELF...

NOT TODAY.

I'M TAKING LIZ TO THE PROM, YOU... YOU NEANDERTHAL PUNK, AND THAT'S FINAL.

???

WELL? WHAT ARE YOU GOING TO DO ABOUT IT, TOUGH GUY?

...

PETE... DON'T MAKE ME DO THIS... JUST ROLL OVER AND--

BRIDGEWALK. YOU. ME. PROM NIGHT. THE WINNER TAKES LIZ. BE THERE, OR DIE.

DID HE SAY--?

OH MY GOD...

"BRIDGE-WALK?"

YOU'RE ON...

WHAT'S A BRIDGEWALK?

BRIDGEWALK.

EVERYONE WHO'S **ANYONE** AT MIDTOWN HIGH KNEW ABOUT IT... IT WAS **LEGEND.**

TWO GUYS WALK ALONG THE **UNPROTECTED EDGE** OF THE BRIDGE. ONE WHO CHICKENS OUT **FIRST** IS THE LOSER. CASE CLOSED.

A KID **DIED** HERE FOUR YEARS AGO, THANKS TO SOME STATIC OVER A **SODA BOTTLE.** MIDTOWN HIGH DECLARED BRIDGEWALKING **"BANNED"** THE NEXT WEEK.

ANYONE TRIES IT, IT'S **INSTANT** EXPULSION, **DON'T** PASS GO AND COLLECT **SQUAT**... SO THE BIG QUESTION OF THE DAY...

WILL OUR **ULTRA-MASCULINE** HERO TAKE THE CHALLENGE?

DON'T YOU HAVE ANYTHING **BETTER** TO DO...

...BLAKE?

NAH, I'M ON **"ME TIME".** MY GRANT APPLICATION PROJECT'S **DONE,** REMEMBER?

GEE, AND JUST WHEN I THOUGHT IT WAS PHYSICALLY **IMPOSSIBLE** TO FEEL MORE **DEPRESSED**...

COME ON, PETE, DOESN'T IT FEEL GOOD SHOWING SOME BACKBONE FOR A CHANGE. ISN'T IT MORE FUN TO **LIVE** LIFE THAN **READ** ABOUT IT?

YEAH, ONLY I'M NOT DOING **THIS,** SOMEONE MIGHT GET **HURT.**

SURE YOU'RE NOT, KID...

SERIOUSLY, I'M NOT! NO ONE'S GOING TO **MAKE** ME!

Uh-Huh... HEY, ASSUMING YOU DON'T DIE, MAKE SURE YOU GET TO MY **PARTY,** RIGHT? IT'S GONNA BE **KILLER**...

Tink SCRAPE Tink

PETER, YOU'VE BARELY TOUCHED YOUR *MISTER MEATLOAF*... WOULD YOU LIKE A SLICE WITH MORE *SMILE* IN IT?

NO, THANKS, *AUNT MAY*.

I...I JUST DON'T HAVE THE STOMACH FOR FOOD THAT'S *CHEERIER* THAN *I AM*. SORRY... IN FACT, CAN WE *LOSE* THE TOMATO PUREE SMILEY FACE?

PETER? IS ANYTHING *WRONG*, DEAR?

WRONG? OF *COURSE* NOT. NO. *Unh-Uh*. NOT HERE.

I HOPE YOU DON'T MIND MY SAYING SO, PETER... BUT THAT SOUNDS LIKE A "NO" *DRESSED* LIKE A "YES".

I DON'T WANT TO *PRY*... I KNOW HOW SENSITIVE TEENAGERS ARE ABOUT THEIR *"SPACE"*... BUT...

WELL, I'LL JUST ASK... IS IT THE *PROM*, DEAR?

HA! THE *PROM*... THE *PINNACLE* OF MY HIGH SCHOOL EXISTENCE...

YES, I'M STRESSED ABOUT THE *PROM*.

SO, YOU'VE *CHANGED* YOUR MIND? YOU'RE *GOING?*

CLIK

SURE! CAN'T MAKE THE TRANSITION FROM *BOY* TO *MAN* WITHOUT THE PROM...

I *SUPPOSE*... AND ARE WE *TAKING* ANYONE?

YOU BET, *TWO GIRLS,* IN FACT...

WHY... YOU KNOW... A... *THIRD?*

--STAND OFF WITH THE CRIMINAL KNOWN AS THE *SANDMAN* IN A WEST SIDE CHEMICAL WAREHOUSE...

TWO GIRLS! OH, PETER, YOU'RE QUITE THE *COMEDIAN*...

THOUGH I *WAS* SPEAKING TO *ANNA WATSON* TODAY...

AND SHE HAS THAT *NIECE,* YOU KNOW... *MARY JANE--*

NIECE... RIGHT.. LINE HER UP--

"THOUGH HIS *ULTIMATE* MOTIVE REMAINS UNCLEAR, HE HAS MADE *REPEATED* DEMANDS FOR AN AUDIENCE WITH *SPIDER-MAN...*"

Uh, AUNT MAY, I HAVE TO GO TO THE LIBRARY... *RIGHT NOW.*

WHAT? PETER, YOU HAVEN'T HAD DESSERT, AND WE NEED TO TALK ABOUT *MARY JANE...*

WHATEVER YOU THINK IS *BEST* IS *FINE--* OKAYTHANKSLOVEYOUBYE!

OH, ISN'T THIS *WONDERFUL?*

ANNA? IT'S MAY... *YES,* HE SAID HE'D TAKE HER! YOUR MARY JANE AND MY PETER ARE GOING TO THE *PROM!*

I'M SO EXCITED...AND I HAVE *JUST* THE THING THAT WILL MAKE THE EVENING *PERFECT...*

HALF OF THE N.Y.P.D. TURNED OUT FOR SANDY'S LITTLE ***ART EXHIBIT***... MOTHER MUST BE VERY PROUD OF HER LITTLE ***SANDBOX***.

ENJOY THE ***BIG LEAGUES*** WHILE YOU CAN, SANDMAN... 'CAUSE SOON AS YOU REAR YOUR ***GRITTY*** LITTLE HEAD--

--I'M GONNA ***APPLY, RINSE AND REPEAT IT*** WITH A DOUBLE DOSE OF MY FAST ACTING ***POLYMER***-- AND STOP YOU IN YOUR TRACKS.

OH, SANDY!!! ***SANDY DEE!*** I GOT YOUR INVITE TO PARTY AND ***THWIPPED*** RIGHT OVER! EVERYONE KNOWS YOU ***ALWAYS*** THROW THE BEST--?

TRUCKS?

SMASHH

I ***REALLY*** DON'T APPRECIATE THE ***IMPROV***-ING, SANDMAN. THERE'S A ***SCRIPT*** HERE, AND SOME OF US ARE TRYING TO ACT--

--PROFESSIONAL?

Uh... HEY... DON'T TAKE THIS THE WRONG WAY, KID... BUT YOU LOOK LIKE THE JERSEY SHORE AFTER A MIDSUMMER ***PICNIC***.

HELLO?

...

HELLO?

FLASH..? FLASH... I'M NOT GOING TO TALK INTO A SILENT PHONE. I *KNOW* IT'S YOU...

AND I KNOW YOU'RE *UPSET*... BUT WE'RE ABOUT TO GRADUATE HIGH SCHOOL, AND YOU...

...YOU HAVE TO LEARN TO *DEAL* WITH PROBLEMS LIKE AN *ADULT*. I WANT TO BE YOUR *FRIEND*, BUT...

=Click=

BUT I WANT TO BE MY *OWN* PERSON... I *HAVE* TO BE...

YOU DID THIS TO ME WHEN WE *FOUGHT* A COUPLE DAYS AGO!

ACTUALLY, KITTY LITTER, THE *UGLINESS* FACTOR YOU'RE STRUGGLING WITH IS A *GENETIC* THING...

...SO WHY DON'T YOU BLAME MAMMA AND PAPPY FOR YOUR TROUBLES LIKE *EVERYONE ELSE*, AND HOLD STILL FOR YOUR *CHEMICAL BATH?*

NO!! NOT *THAT!* *THAT'S* WHAT WRECKED ME IN DA FIRST PLACE!!!

WHOA, EASY WITH THE *MUDSLINGING*, PAL! THERE ARE *REPORTER* TYPE PEOPLE ABOUT!

HEAVEN FORBID THEY SHOULD PRINT A *VILE UN-TRUTH* ABOUT MY *PERSONAGE*...

LISTEN TO ME, ***BUG-BRAIN,*** AND OPEN YOUR ***EYES!*** THIS AIN'T NATURAL! I CAN'T CONTROL MY BODY!!!

EVER SINCE YOU DOUSED ME IN THAT ***GOOP*** A'YOURS, I BEEN ATTRACTIN' ***GUNK*** AN' ***FILTH*** AND DUST LIKE CRAZY--

YOU MEAN THE ***POLYMER*** I TOSSED ON YOU DID THAT--?

I'M ***SICK!*** ***REAL*** SICK--

AN' YOU'RE GONNA ***FIX ME!!!***

SKRASH!

DANCE? WHY I'D ***LOVE*** TO PETER...

I'LL ***LEAD.*** BALL-ROOM IS MY ***SPECIALTY...***

WHY ARE YOU SO HAPPY ABOUT THIS ***STUPID DANCE,*** AUNT BETTY?

IT'S NOT A DANCE, IT'S A ***BALL,*** DANIEL. IT'S SOMETHING THAT ***ADULTS*** DO.

I THOUGHT IT WAS A ***PROM...*** AND YOU'RE ***NOT*** AN ADULT-- YOU NEVER EVEN FINISHED ***SCHOOL!***

AT THE ***BALL,*** SWEETIE, ***NONE*** OF THAT MATTERS...

...'CAUSE AT THE BALL, AUNT BETTY GETS A ***SECOND CHANCE.***

OH, MY GOD... IF WHAT HE SAYS IS ***TRUE...*** IN MY RUSH TO "WORK ***SMARTER*** AND NOT ***HARDER--"*** I DIDN'T JUST STOP SANDMAN... I MAY HAVE ***POISONED*** HIM!

YOU-- YOU CAN'T ***IMAGINE*** WHAT IT FEELS LIKE... THE ***CHANGES...*** STUFF... JUNK... ***FLOATIN'*** THROUGH YOUR BODY... POKIN' YOU...

THIS... THIS IS A ***NIGHTMARE--*** AN' I WANT ***OUT!***

THIS WAREHOUSE IS PACKED TO THE RAFTERS WIT' ***EVERY*** CHEMICAL YOU CAN IMAGINE--

--SO STRAP ON YOUR ***RUBBER WEBS...*** AND WHIP ME UP AN ***ANTIDOTE--*** NOW!

AN ***ANTIDOTE?*** ***I*** DIDN'T EVEN KNOW THERE WOULD BE ***SIDE AFFECTS!*** I DIDN'T KNOW--

BECAUSE I ***BLEW OFF*** MY EXPERIMENT. BECAUSE I WANTED TO ***"ENJOY LIFE.."***

SANDMAN... THE ***CHEMICALS*** I USED ON YOU... THEY... THEY WERE ***UNTESTED...***

I'M SORRY, BUT... I ***CAN'T*** HELP YOU... AT LEAST, NOT THIS ***SECOND--***

WHAT?

LIAR!!!

WHAM

MIDTOWN HIGH...

NO ONE TURNS HIS BACK ON FLASH THOMPSON...=Hik= NO ONE...

UNTESTED?!? WHAT WERE YA THINKING?!?

CLEARLY, I WASN'T... BUT THANKS FOR REMINDING ME... I DIDN'T FEEL BAD ENOUGH--

I WAS GONNA HAVE A NEW LIFE, BUG! I WAS GONNA GET RESPECT!

HOW CAN I GET MY LIFE TOGETHER WHEN I CAN'T EVEN CONTROL MY BODY?!? FIX ME!!!

FIX ME NOW!!!

SPOOSH

I WILL, I PROMISE! BUT I NEED TIME AND A PROPER LAB--

AND I NEED YOU NOT TO SMASH ME--

FIX MEEEEE!!!

DEAR GOD, THAT *SCREAM*... THE BREAKDOWN OF SANDMAN'S BODY MUST BE AFFECTING HIS *MIND*--

=KAFF= SANDMAN! I-- I KNOW THIS IS P-*PAINFUL* =KOFF= BUT-- I WON'T BE ABLE TO HELP--

WITH TWO *LUNGFULS* OF... *SAND*...

GARBAGE! *DUST!* SO MUCH... *BRICK* IN MY HEAD--

NO... USE... HE'S TOO FAR *GONE*... SQUEEZING MY RIBS... HE'S... *KILLING* ME...

SERVES ME RIGHT... SHOULD NEVER... HAVE STARTED... *CHISELING* OUT... OF MY... *RESPONSIBILITIES*...

FWIP

GUY LIKE ME... HAS TO WORK *HARDER*...

SQUISHH

AND... SMARTER...

FWOOSH

JUST HOPE... NO ONE *CUT CORNERS*... ON... EXTINGUISHER... SYSTEM...

AIIGH!!! NO MORE *CHEMICALS!!!*

NO MORE!!! NO MOREEEEEEEE...

GASSP!!!

...

...WELL... AT LEAST *SOMETHING* WENT RIGHT TODAY...

YAY *ME*.

FWUMP

'SCUSE ME!

HEY!

WASTED ENOUGH TIME ALREADY *LICKING* MY WOUNDS IN BED...

JUST GOTTA GET MY NOTES FROM THE *LAB* AND CRANK OUT AN *ANTIDOTE*--

PETER! I WAS JUST ABOUT TO *CALL* YOU DOWN FROM HOME-ROOM--

YEAH, I'M SORRY I *WALKED OUT* ON YOU, MR. DEL, AND I PROMISE I'LL SIT ALL THE DETENTION YOU *WANT*. I JUST NEED TO--

NO, PETER... I'M NOT TALKING ABOUT *THAT*... THERE'S BEEN AN *INCIDENT*.

NO... MY EXPERIMENT... IT'S *SMASHED*... IT'S ALL GONE.

THEY MUST HAVE *SNUCK* IN LAST NIGHT... I'M *SORRY*, PETER.

FLASH.

HEY, IS IT JUST ME, OR ARE WE PLAYING LIKE ***GODS*** TODAY?

GIMME A FAKE ***RIGHT,*** DEEP ***RECEIVER,*** AND LET'S SHOW COACH WHAT WE'RE ***MADE*** OF... ***BREAK!***

SOME-ONE TOOK A HAPPY PILL--

EVEN BETTER... IT'S ***KARMA,*** MAN. YOU CAN JUST ***SMELL*** IT IN THE AIR... PEOPLE ARE GETTING WHAT THEY DESERVE--

YOU PATHETIC, SADISTIC MORON!!!

WHOOUFF!

GEEZ, IS THAT ***PARKER?***

HEY PETEY, NICE TO SEE YOU GETTING SOME ***EXERCISE!*** WHAT'S WRONG, ***TROUBLE*** IN THE ***LAB?***

DO YOU HAVE ***ANY*** IDEA WHAT YOU'VE ***DONE!?*** DO YOU?!?

ALL I DID WAS GET MY GIRLFRIEND ***STOLEN*** BY A PIMPLE FACED ***TWERP!*** WHY... SOMETHING ELSE UP?

THE ***NOTES,*** FLASH!!! WHERE ARE MY ***NOTES?!?***

NOTES... *Hmmm...* LEMME SEE... OH, YOU WANT THE ***NOTES*** I FOUND IN THE ***TRASH?*** SHOW UP AT THE ***BRIDGE.***

WHOA... ***STRONG*** LITTLE GEEK *=NNGHG=* AIN'T HE?

FLASH! I'M ***NOT PLAYING!*** THIS IS ***IMPOR-TANT!!!***

NO ***DUH.*** GOT YOUR ***FUTURE*** IN MY HANDS, PARKER... AN I'M NOT PLAYING ***EITHER.*** SO WHAT'S IT GONNA BE?

YOU WANT A FIGHT, THOMPSON! I'LL ***GIVE*** YOU A FIGHT! THE BRIDGE! BE THERE!!!

YOU'RE ON, PARKER...

...STUPID FLASH... I DON'T NEED HIM, *OR* THE NOTES... I'LL JUST...

...SHOULDN'T BOTHER *ORGANIC*...

...IF *SILICATES* REACT WITH...

...PROPERTIES OF *FUN-TAC* AND POST-ITS...

... OH, I AM SO *DEAD*. WITHOUT THOSE *NOTES*, I CAN'T *RECONSTRUCT* MY WHOLE--

PETER?

PETER, IS ANYTHING WRONG? IT SOUNDS LIKE THERE'S A *MARCHING BAND* PACING AROUND UP HERE!

NO, AUNT MAY, REALLY... I... JUST--

I JUST HAD A LITTLE *SETBACK* WITH MY EXPERIMENT...

WELL, WHY DON'T YOU TAKE A *BREAK*-- ALL WORK AND NO *PLAY*, YOU KNOW!

WHILE YOU'RE RESTING, TRY *THIS* ON FOR SIZE. I JUST PULLED THIS OUT OF *STORAGE*, SO DON'T MIND THE *MOTHBALLS*...

OH, I CAN'T *WAIT* TO SEE WHAT *ALTERATIONS* I NEED TO MAKE.

ALTERATIONS?

YES, FOR THE *TUXEDO*. YOU MAY HAVE YOUR *UNCLE BEN'S* SENSE OF *RESPONSIBILITY*... BUT HARDLY HIS *MEASUREMENTS*.

NOW DON'T YOU FRET ABOUT THE *COLOR*... I ALREADY CALLED ANNA AND FILLED HER IN SO MARY JANE WILL *MATCH*.

M-MARY JANE?

YES, DEAR, YOUR *PROM DATE!*

OH, ISN'T THIS SO *EXCITING?!?* I CAN ONLY IMAGINE, IT MUST BE THE *BEST* TIME OF YOUR *LIFE!*

KILL ME *NOW*.

TO BE CONTINUED

SEPT
#9

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WEBSPINNERS

TALES OF SPIDER-MAN®

WWW.MARVEL.COM

KELLY SMITH PENNINGTON

PARKER.

DAT... SCHTUPID... =Hik=

PARKER...

I'M CERTAIN THAT YOU HEARD ME THE *FIRST* TIME--

I'M GOING TO THE *PROM* WITH *PETER PARKER.*

PARKER... *MRS. PETER PARKER...*

NOT MRS. FLASH THOMPSON. NOW STAND BACK...

PAR... KER...

PARK 'ER RIGHT DOWN... ON THE HOOD OF A *CAMARO*... RIGHT, *KITTY?*

MY *SANDMAN* BRAIN IS *FURRY*... DID I TELL YOU... ABOUT *ASPARAGUS?*

BLAMM

KPOWW

BLAMM

WAIT... *NO...*

YEAH... I HEARD ALL ABOUT THIS ***PARKER GEEK*** FROM COACH TILLIS. HOW'D A ***NOTHING*** LIKE HIM STEAL ***YOUR GIRL?***

HE DINNIT STEAL ***NUFFIN***... I... I ***DUMPED*** HER.

NOT THE WAY ***I*** HEARD IT... WAY I HEARD, ***"FLASH"*** THOMPSON THE ***FOOTBALL STAR*** GOT SHOWED UP BY A ***NERD!***

WAY I HEARD IT, YOU'VE SPENT THE LAST ***WEEK*** ON A ***BENDER*** 'CAUSE THAT LITTLE TRAMP ***LIZ*** PLAYED YOU LIKE A ***CHUMP!***

BRANT, YOU'RE A ***DROP OUT!*** ***DEAL*** WITH IT! YOU TRADED IN THE PROM AND A LOCKER COMBINATION FOR A ***WORKING WAGE!***

...BUT ***MISTER JAMESON--***

YOU'RE ***WORKING*** THIS WEEKEND, ***PERIOD!*** IF THIS POSES A ***MORAL*** DILEMMA, THEN I SUGGEST YOU SIMPLIFY YOUR LIFE, AND FIND ***ANOTHER*** JOB!

FOR THE ***FIRST*** TIME IN A ***LONG*** TIME, MOM, ***LIZ ALLAN*** IS ***FREE!***

HNNNGH!

SMAKK

--AND THE WAY I'D ***BETTER*** HEAR IT THE DAY AFTER ***PROM NIGHT*** IS THAT YOU ***BEAT*** THE LITTLE CREEP TO A BLOODY ***PULP*** OUT ON THE BRIDGE!

FWAPP

YESH SIR.

I DON'T THINK YOU ***UNDERSTAND*** ME BOY! GET UP!! SHOW ME YOU'RE A ***MAN!*** ***SHOW*** ME!!!

I ***QUIT***.

WHAT?

YOU ***HEARD*** ME. I QUIT. I'M GOING TO THE ***PROM***.

NOW ***PLEASE*** GET AWAY FROM MY DESK.. THAT CIGAR ***STINKS***.

I REMEMBER... DID I TELL YOU ***SPIDER-MAN*** KILLED ME?

HE ***SPRAYED*** ME WIT' HIS SPIDER-STUFF AN...

OW. I'M GONNA GO KITTY... IT'S TOO LOUD HERE.

POWW

BAMM

BAM

BUT... BUT YOU'VE BEEN ***TOGETHER*** FOR SO LONG, LIZ... I KNOW THERE ARE ***PROBLEMS***, BUT OVERALL--

MOM, I WANT THE ***LOUVRE*** AND ***ART*** HOUSE FILMS AND ***TRIPS*** TO FAR AWAY LANDS...

AND ALL OF THOSE DREAMS BEGIN WITH ***PETER PARKER*** AND I WALKING ***HAND IN HAND*** TO THE PROM...

CAN I BORROW YOUR ***LIGHTER?***

Stan Lee Presents

THE BRIDGE PART THREE

A REMINISCENCE IN THREE PARTS
STARRING PETER PARKER, A.K.A.
THE AMAZING
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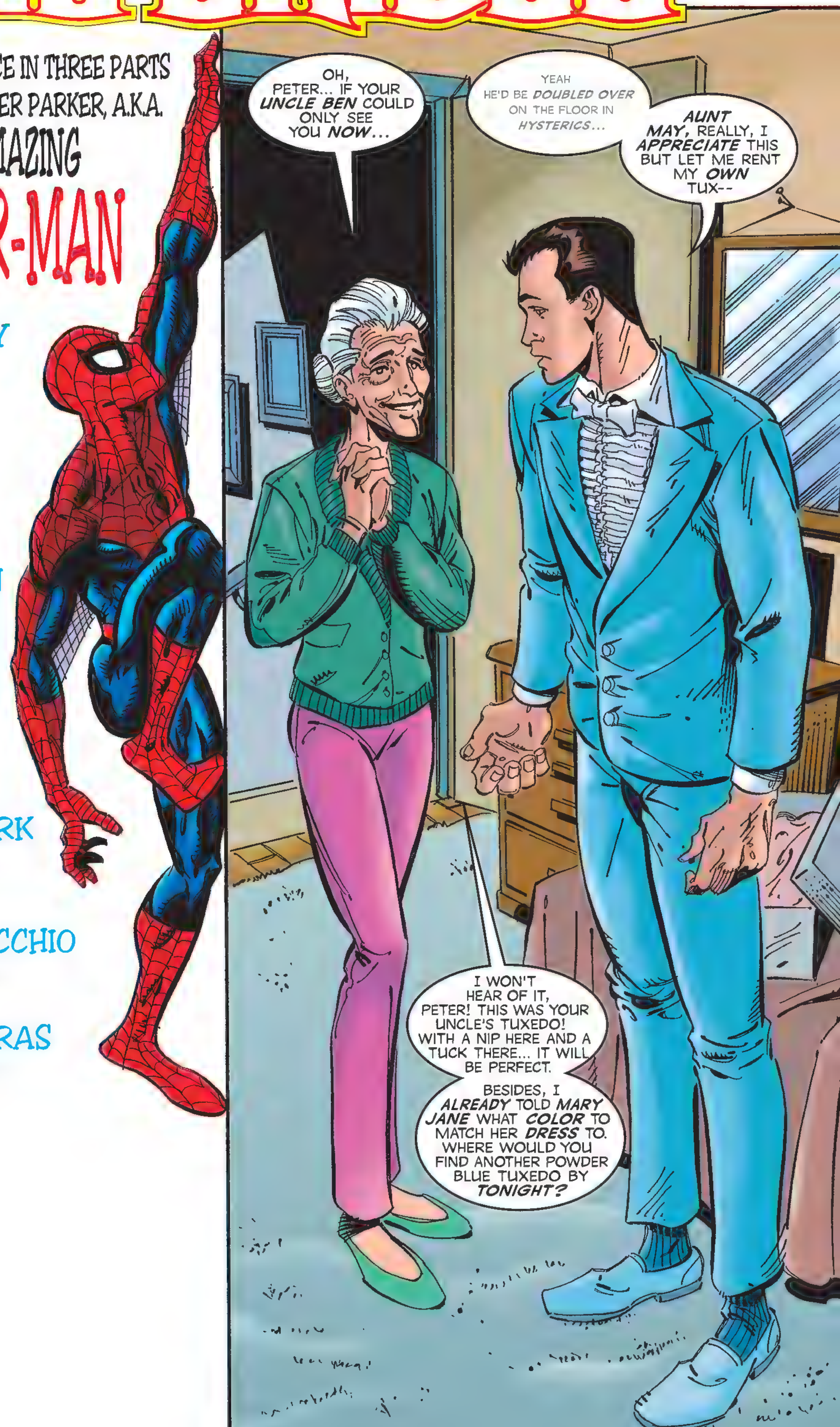


1955...?

BESIDES, I'M ***NOT*** TAKING MARY JANE.

OH, PETER, YOU TOLD ME TO GIVE ***ANNA*** A CALL, SO I DID... YOU ***CAN'T*** CHANGE YOUR MIND ***NOW!***

BUT I DON'T EVEN ***KNOW*** THE GIRL! WHY ***SHOULD*** I--

BECAUSE PETER, WHEN A ***YOUNG GENTLEMAN*** MAKES A DATE, HE SHOULD ***KEEP*** IT...

IT'S HIS ***RESPONSIBILITY***. I ***RAISED*** YOU TO LIVE UP TO YOUR ***RESPONSIBILITIES***, DIDN'T I?

...

YEAH... I GUESS YOU ***DID*** AT ***THAT***, PRETTY LADY...

ALL RIGHT THEN... NOW GET OUT OF THAT ***SUIT*** BEFORE YOU GET IT ***DIRTY***...PUT ON YOUR ***PLAY CLOTHES***.

POWDER BLUE RUFFLES... IT'S KARMA. I JUST ***KNOW*** IT. I'M PAYING FOR MY ***SINS***... BUT I ***DESERVE*** IT...

NOT ***ONLY*** DID I UNRAVEL MY USUALLY STRONG ***MORAL FIBER*** AND LINE UP ***THREE*** DATES FOR THE PROM--

--BUT I DON'T EVEN HAVE TIME TO DECIDE WHO TO ***DROP*** AND WHO TO ***TAKE***, BECAUSE I HAVE TO ***SCURRY*** ALL OVER QUEENS TRYING TO PIECE TOGETHER MY ***SCIENCE*** EXPERIMENT--

--SO I CAN ***UN-POISON*** THE SANDMAN... WHO, I, INCIDENTALLY... ***POISONED***.

YET ANOTHER... ***TINY***... LAUGHABLE... MINOR ***CRIMP*** IN THAT MORAL FIBER O'MINE. MAYBE THE ***MASTERS OF EVIL*** WILL HAVE ME AFTER MY LIFE FALLS APART... I HAVE A ***TUX***...

SO SAY I'M A ***WALKING*** SIDE OF BEEF, AND I'VE JUST TRASHED MY NERDY NEMESIS' ***SCIENCE EXPERIMENT*** AND STOLEN HIS ***NOTES--***

--NOTES WHICH HOLD THE KEY TO CURING THE SANDMAN, ***INCIDENTALLY--*** WHERE MIGHT I ***HIDE*** THEM?

PLEASE, GOD ***DON'T*** LET THE ANSWER BE, "UNDER THAT PILE OF ATHLETIC SUPPORTERS IN THE CORNER." ***EEW.***

I'D ***DESERVE*** IT IF THEY WERE... ***BREAKING AND ENTERING*** ISN'T MY STYLE... ***ESPECIALLY*** NOT IN THE ROOM OF A ***HIGH SCHOOL*** KID...

BUT IF FLASH WASN'T TRYING TO GOAD PETER PARKER INTO TAKING HIS STUPID ***BRIDGEWALK*** DARE, I WOULDN'T ***BE*** HERE, WOULD I?

OF COURSE, I GUESS IF I HADN'T AGREED TO TAKE ***HIS*** GIRLFRIEND TO THE PROM... WELL, IT'S ***CHICKEN*** AND ***EGG*** AT ***THIS*** POINT...

HOW ***COOL*** WOULD IT BE TO TAKE THAT DARE ***ANYWAY,*** EVEN ***AFTER*** I GET MY NOTES BACK?

I COULD DO THE ***ELECTRIC SLIDE*** ON THAT BRIDGE RAILING WITHOUT FALLING OFF, AND THE ***LOOK*** ON FLASH'S COCKSURE FACE WOULD BE--

TIRED YET WUSS? YOU GONNA ***CRY?!?***

?!?!

FLASH?

N-NO, S-SIR...

I DON'T ***BELIEVE*** IT! YOU MEAN, AFTER ONLY ***TWENTY*** MINUTES, ALL OF A SUDDEN YOU ***AIN'T*** A BIG FAT ***WASTE PRODUCT?!?***

YOU ***AIN'T*** THE ***LAUGHING STOCK*** OF MIDTOWN HIGH? YOU AIN'T SOME DRUNK ***CHUMP?!***

ONLY A ***WINNER*** CAN SHOW UP THAT ***PARKER*** WUSS! ONLY A ***WINNER'S*** GONNA SOBER UP AND ***SCORE*** THIS FULL RIDE TO ESU!

NOW, ARE YOU A ***WINNER,*** OR ARE YOU A ***WHINER,*** BOY?!?

I-- I'M A ***WINNER...***

SWAKK

SAY IT LIKE YOU MEAN IT!

I'M A ***WINNER!*** I'M A ***WINNER!***

SWAKK

OH, ***YES,*** ANNA, PETER'S ***BESIDE*** HIMSELF WITH EXCITEMENT! HE'S ***THRILLED*** TO TAKE MARY JANE--

Ding-Dong

OH, SOMEONE'S AT THE DOOR, ANNA. I'LL CALL YOU BACK--

BETTY? HEAVENS, CHILD, YOU'RE A MESS! WHAT'S ***WRONG?***

HELLO, AUNT MAY... I'M SORRY TO ***BOTHER*** YOU, BUT-- IS ***PETER*** IN? I REALLY NEED TO SPEAK TO HIM...

HE'S AT THE ***LIBRARY,*** DEAR-- WHAT'S ***HAPPENED?***

I-- I HAD TO QUIT MY ***JOB*** AT THE PAPER TODAY BECAUSE MR. JAMESON WOULDN'T LET ME GO TO THE ***PROM*** WITH ***PETER!***

I DON'T KNOW WHAT TO ***DO...***

I'M SORRY... WHAT WAS THAT AGAIN, DEAR?

I NEVER *KNEW* FLASH HAD IT SO ROUGH... HIS *FATHER*...I COULDN'T STAY IN THERE FOR ANOTHER *SECOND*...

JUST HAVE TO DO THIS *WITHOUT* THE NOTES... TRY TO *FORGET* FLASH... FORGET *EVERYTHING*...

RIGHT.

CRASH

I CAN'T BELIEVE HOW *ROYALLY* I'VE SCREWED UP... MY SHOT AT ESU IS *WASTED*... *THREE* DATES... THE *SANDMAN*... I EVEN MANAGED TO MAKE *FLASH'S* LIFE WORSE.

ALL BECAUSE I DECIDED TO *SKATE* BY... *SHIRK* MY RESPONSIBILITIES.

HOW AM I GONNA *FIX* ALL THIS?

THINKIE BRAIN GOING *SOFT*...

EVERYTHING SO *LOUD*... TEN PENNY NAILS...

HOW COME SPIDEY DIDN'T *SAVE* ME? HE'S THE ONE... *DID* THIS TO ME...

MONSTER!!! HELLLP!!!

MONSTER..? WHERE...?

OH... YEAH...

DAT'S WHAT YOU GET SOMETIMES... WHEN THINGS *CHANGE*. ALL I WANTED WAS A *CHANGE*... AN I GOT *DIS*.

I THINK... SPIDEY'S *NOT* GONNA HELP A *MONSTER*... MONSTERS IS *UGLY*. I DON'T *WANT* TO BE A MONSTER...

I DON'T WANT TO BE *ANYTHING*... TIME TO *DIE*.

OH, ***PARDON*** ME, I--

I WASN'T EXPECTING ***MORE*** COMPANY THIS MORNING...

THAT'S OKAY, MRS. PARKER, I'M OUT OF MY HEAD TODAY, ***TOO!***

HAIR, MAKE UP, ***NAILS***... THE PROM DAY ***GAUNTLET!*** SO WHILE I WAS OUT, I JUST WANTED TO DROP THIS ***SWATCH*** OFF SO PETER KNEW WHAT COLOR ***CORSAGE*** TO GET...

CORSAGE? FOR YOUR... ***PROM DRESS?***

OF ***COURSE!*** IT'S LIKE A TRADITION. ***SILLY,*** I KNOW, BUT THAT'S THE WAY IT GOES!

SO I'LL SEE YOU LATER! OH, AND MAKE SURE YOU HAVE FILM IN YOUR ***CAMERA!*** YOU WON'T WANT TO MISS TONIGHT'S ***FESTIVITIES!***

OH, I'M SURE I ***WON'T,*** DEAR...

THINGS HAVE FALLEN ***TOO*** FAR THIS TIME.

NO CLOSER TO A CURE FOR SANDMAN. NO CLOSER TO A ***DECISION*** ABOUT PROM NIGHT. ***FORGET*** ABOUT COLLEGE.

AND IF I ***BRIDGEWALK*** WITH FLASH AND ***WIN*** TO GET MY ***NOTES*** BACK, WHO ***KNOWS*** WHAT HIS DAD'LL DO TO HIM ***THEN...***

I ***CAN'T*** DO IT ALL. I ***CAN'T.***

I WISH I'D ***NEVER*** TRIED TO CHANGE--

PETER?

?!?!?

...STOPPED BYTHE LAB, JUST TO MAKE SURE THERE WERE NO MORE ***INCIDENTS,*** AND I SAW YOU'D BEEN ***WORKING.***

TRUST ME, ***MR.DEL,*** IT WAS ***NOTHING...*** GOING NOWHERE ***FAST.***

NOTHING? PETER, I THINK YOU'RE CLOSE TO A ***BREAKTHROUGH!*** IF YOU COULD ***RECONSTRUCT*** YOUR NOTES, WE MAY STILL HAVE TIME TO COMPLETE YOUR ***GRANT PROPOSAL.***

MR. DEL... WHY SHOULD I EVEN ***CARE*** ABOUT THE GRANT, WHEN YOU ***YOURSELF*** SAID THAT ***BLAKE*** IS A ***SHOE IN?***

WHAT?

PETER, IS THAT ***WHY*** YOU'VE BEEN GOOFING OFF, WASTING TIME..? BECAUSE YOU THOUGHT...?

=SIGH=

I'VE ***ACCEPTED*** IT... ***HE'S*** GOT THE FLASHY PROJECT, THE ***COMPUTER EQUIPMENT...*** I CAN SEE ***WHY*** HE'D WIN--

PETER...

SOMETIMES, YOU'RE SO ***SMART,*** YOU'RE ***STUPID.***

TEACH AS ***LONG*** AS I HAVE, AND YOU LEARN DIFFERENT TACTICS FOR... ***"ENCOURAGING"*** STUDENTS...

SOME, LIKE BLAKE, YOU ***CODDLE*** SO HE GETS HIS ***DIPLOMA*** AND GETS OUT. OTHERS YOU ***THREATEN,*** BRIBE...

BUT A GUY LIKE ***YOU,*** PETER... YOU'RE THE SORT OF STUDENT WHO MAKES THIS TEACHING GIG ***WORTHWHILE.***

REALLY? BUT YOU ***SAID--***

I GAVE BLAKE THE RAP ABOUT HIS PROJECT SO HE'D GET IT ***DONE.*** I'M ***SORRY*** YOU OVERHEARD MY SONG AND DANCE...

BUT MY MONEY'S ***ALWAYS*** BEEN ON YOU. YOU'RE DRIVEN, NOT ONLY BY ***TALENT,*** BUT BY A ***RESPONSIBILITY*** TO USE YOUR GIFTS. THEY DON'T COME BETTER THAN THAT.

WOW... I... I'M SORRY--

DON'T APOLOGIZE... GET YOUR NOTES AND ***FINISH,*** AND MAYBE WE'LL WIN YOU A ***SCHOLARSHIP.***

MAN, ALL THIS TIME, ***MOPING*** AROUND LIKE A LOSER... WHEN MY HARD WORK WAS ***PAYING OFF...***

I ***STILL*** HAVE A SHOT AT ESU! FOR THE FIRST TIME IN WEEKS, I FEEL LIKE THE SUN IS ***SHINING*** ON PETER PARKER--

PETER!!

I'VE BEEN POSITIVELY ***DYING,*** WAITING FOR YOU TO COME HOME! THE PROM IS ONLY A FEW ***HOURS*** AWAY, AND THERE'S SO MUCH TO DO!

RIGHT, *Uh...* WHAT'S WITH THE ***FLOWERS?***

WHY, IT'S ***TRADITION,*** PETER... CORSAGES FOR YOUR ***DATES...***

ALL ***THREE*** OF THEM.

ALL I'M SAYING IS SICKNESS IS A PERFECTLY REASONABLE EXCUSE, AND NO ONE GETS HURT--

OH, NO! YOU *MADE* YOUR BED, PETER PARKER-- *THREE* BEDS, IN FACT-- AND YOU WILL LAY IN *ALL* OF THEM!

HOW DID YOU LET THIS HAPPEN? WHERE DID I GO *WRONG*...?

PEOPLE DO NOT HAND OVER THEIR *EMOTIONS* EASILY, PETER... AND ONCE SOMEONE *DOES*...

IT'S YOUR *RESPONSIBILITY* TO TREAT THEM WITH *CARE*. *HONESTY*.

AT LEAST THERE'S *ONE* SILVER LINING HERE... IT TURNS OUT YOU AND ANNA WATSON'S NIECE WERE *MADE* FOR EACH OTHER...

SHE'S AS *IRRESPONSIBLE* AS YOU ARE. SHE *CANCELED!*

WHAT? *WOW!* THAT'S *THIRTY-THREE* PERCENT OF MY PROBLEM SOLVED!

MARY JANE TOLD ANNA, "I WOULDN'T BE CAUGHT *DEAD* AT SOME *SQUARE* PROM WITH SOMEONE I DON'T EVEN KNOW..."

FEEL THAT LEAD WEIGHT IN YOUR *STOMACH?* IT'S *REJECTION*. MULTIPLY THAT BY A *THOUSAND*...

AND THAT'S HOW EITHER *BETTY* OR *LIZ* IS GOING TO FEEL TONIGHT.

MACARONI AND CHEESE INSTEAD OF ***MEAT***... SELL THE CAR AND TAKE THE ***BUS***...

UN-EMPLOYMENT IS ***WORTH*** IT... TOTALLY.

YOU LOOK LIKE A ***PRINCESS,*** AUNT BETTY...

HEY, ARE YOU IN THIS ***BOOK?***

PETER'S ***NOT*** PICKING YOU UP?

Uh, NO, THERE'S AN... ***EVENT,*** BEFORE THE PROM... WE HAVE TO DO THAT ***FIRST.***

DOES THIS WORK, OR ***WHAT?***

STUNNING. SIMPLY ***STUNNING.***

DID I EVER TELL YOU THAT YOUR ***FATHER*** AND ***I*** WENT TO THE PROM TOGETHER?

IT'S MY ***FAVORITE*** STORY... I THINK ABOUT IT ***ALL THE TIME...***

LOOK, THERE YOU ARE!

THIS WAS THE ***YEARBOOK*** FROM THE YEAR I DROPPED OUT... SO MANY ***MEMORIES,*** BUT ***NO PROM...*** NOW, FINALLY...

THAT... THAT'S ***ME?*** GEEZ... I LOOK ***RE-HEALLY*** YOUNG THERE...

I... HMMM... ***WOW.***

GET ***READY*** PARKER...

THIS IS GOING TO ***STINK... BIG*** TIME.

IN A *REEEAL* PUBLIC WAY--

T-MINUS TWO MINUTES AND COUNTING TILL PARKER *CHICKENS-OUT* OR PLUNGES TO HIS *DOOM,* LIZZY...

YOU'D BETTER HURRY UP AND *DUMP* HIM, WHILE THERE'S STILL A PARKER TO *DUMP!*

THIS IS *SOOO* LIKE YOU, FLASH! CHILDISH AND *RIDICULOUS!* I'VE ALREADY *MADE* MY DECISION--

"--I'M GOING WITH PETER!"

THIS HAS GOT TO BE LIKE *HALF* THE *SCHOOL...* ALL THESE KIDS... HERE TO SEE *THIS...* TO SEE *ME* FALL FLAT ON MY FACE...

BUT WHAT IF I *DON'T?* WHAT IF I *COULD* BREAK TRADITION... WRECK THE STATUS QUO...

JUST THE *SIMPLEST* APPLICATION OF MY SPIDER-POWERS, A CASUAL *WALK* ON A STEEL PIPE TWO HUNDRED FEET UP--

--I COULD *STAND UP* TO FLASH AND *SHOW* HIM... *REALLY* SHOW HIM... ONCE AND FOR ALL...

...IN FRONT OF THE *WHOLE SCHOOL.*

PETER, YOU *DON'T* HAVE TO DO THIS... NOT FOR *ME.* YOU'RE *CLEARLY* MORE MATURE THAN FLASH, AND I THINK THAT'S OBVIOUS--

BAWWWWWK!!

THERE'S THE LANGUAGE MR. *MATURE* UNDERSTANDS! RIGHT, PARKER? *BWAAAAWK!!* CHICKEN *LANGUAGE!!*

PUNY PARKER, PUNY PARKER, NOT A *DOER* HE'S A *TALKER!*

WINNERS DON'T TALK! WE *DO!* NOW YOU GET *UP* HERE AN' WALK, OR YOUR *NERD STUFF* HITS THE DRINK!

I DON'T KNOW WHAT THESE NOTES MEAN, BUT I *KNOW* IT'S THE DIFFERENCE BETWEEN *ESU* AND *TURNPIKE TECH!* SO COME ON!! *DO THIS!*

"WORK *SMARTER,* NOT *HARDER...*" THAT'S HOW THIS ALL STARTED... A DESIRE FOR *CHANGE...* AND NOW, HERE IT IS. THE SHOT TO *ERASE* THE LAST FOUR YEARS.

FOR *ONE NIGHT...* USE THE POWERS FOR *ME...* AND PETER PARKER GOES DOWN IN *HISTORY...*

AHEM...

GUYS... *Uh...* CLASSMATES... THERE'S *NOT* GOING TO BE A BRIDGEWALK TODAY--

--BECAUSE I'M *UNINVITING* LIZ TO THE PROM.

WHAT?!?

'SCUSE ME?

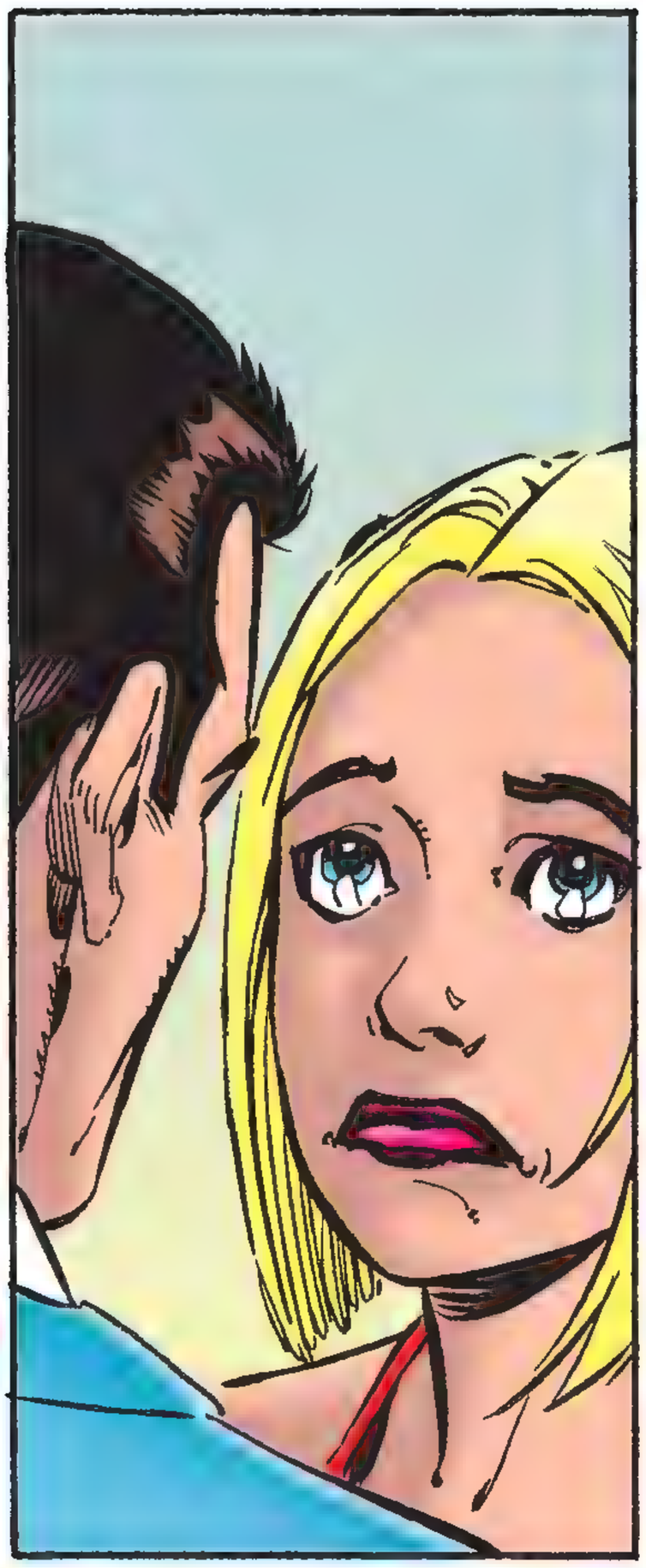
LIZ... I'M *SORRY,* BUT... I... I'VE BEEN A *WEASEL.* WHEN I SAID I'D TAKE YOU TO THE PROM... IT WASN'T *JUST* ABOUT YOU...

JUST ONCE... I WANTED TO BE THE GUY WHO SAID *"NO"* TO FLASH THOMPSON AND GOT *AWAY* WITH IT.

WELL, I *DID...* AND THIS IS *WHAT* CAME OF IT.

I CAN'T SAY I'M *SORRY* ENOUGH TIMES. WHAT I DID, IT WASN'T FAIR TO *YOU*...IT WASN'T FAIR TO *FLASH...*

AND I *CAN'T* GO THROUGH WITH IT.



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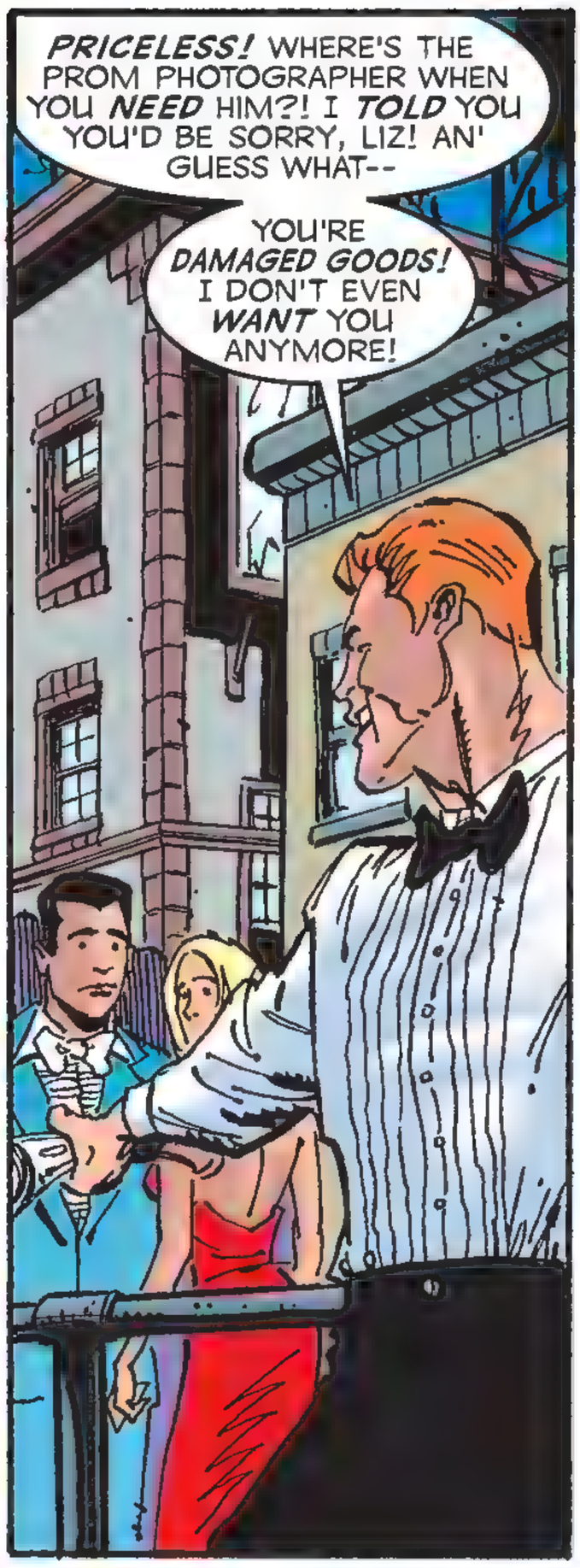
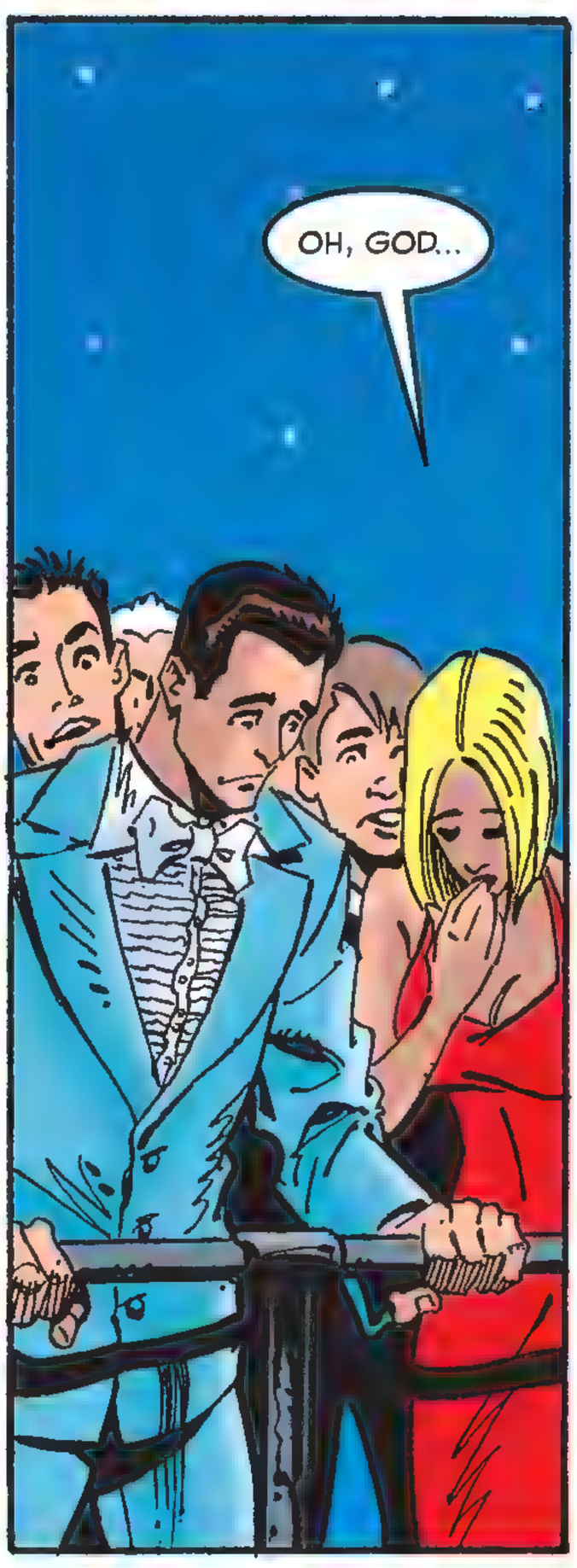

PRICELESS! WHERE'S THE PROM PHOTOGRAPHER WHEN YOU NEED HIM?! I TOLD YOU YOU'D BE SORRY, LIZ! AN' GUESS WHAT--
YOU'RE DAMAGED GOODS! I DON'T EVEN WANT YOU ANYMORE!

FLASH, COME ON GET DOWN AND--
NO WAY, MAN! I CAME HERE TO WALK! AN WINNERS--
WH-WHOA!

OH, MY GOD!!! FLASH!!!
NO!!!


OH, GOD...

FLASH! HOLD ON!

THERE'S A *CALL BOX* OVER THERE! I'LL GET HELP!

HEY, LIZ... I *FORGOT* TO TELL YOU...

YOU LOOK REALLY *HOT*.

PLEASE DON'T LET GO, FLASH! *PLEASE!*

=HNNGH= HEH... GUESS... IF I'M GONNA GET *DUMPED*... =WHUFF=

THIS IS THE *WAY*... TO DO IT...

HELP?

DO ME A *FAVOR*... DON'T... DON'T TELL MY *DAD*...

IT WENT LIKE *THIS*... TELL HIM...

I WAS A *WINNER*...

PAL, YOU'LL *ALWAYS* BE A WINNER IN MY BOOK... =SNFF-SNFF= SO LONG AS YOU KEEP USING THAT SWANKY *UNDER-ARM STICK!*

NOTHING WORSE THAN *SAVING* A GUY FROM BECOMING *STREET PIZZA* WHEN HE SMELLS LIKE THE INSIDE OF *DOC DOOM'S HELMET!*

SPIDER-MAN?!?

WHOO-HOO!

NICE SAVE!

YEAHH!

MOVE! *MOVE!*

H-HOW-- WH-WHY--?

HEY, LET'S START WITH *"THANK YOU"*, THEN WE CAN MOVE ON TO *SILVERWARE* PLACEMENT, AND *NAPKIN* FOLDING...AND ONCE THE ETIQUETTE LESSON IS OVER--

???

THANK YOU! OH, MAN, THIS IS THE *BEST!!!*

Uh... OKAY... OPEN DISPLAYS OF AFFECTION... *UNUSUAL,* BUT I CAN *DIG* IT--

SO... ANY REASON YOU DECIDED TO PLAY *TRAPEZE* WITHOUT A *NET?*

DUDE, OH, MAN, I WISH YOU COULD ***UNDERSTAND...*** THESE LAST FEW ***MONTHS...*** THEY'VE BEEN SO... LIKE...

EVERYTHING'S ***CHANGING*** SO FAST! SAYING "LATER" TO ***FRIENDS,*** PLANNING FOR ***COLLEGE,*** LIZ ***DUMPING*** ME...

HEY, ***PARKER*** SHOWING ***BACKBONE?!?*** IT'S ***ARMAGEDDON,*** MAN! ***NOTHING*** MAKES SENSE ANYMORE...

AND I GUESS I'M... SORT OF... SCARED. I DON'T ***WANT*** THINGS TO CHANGE.

THAT'S WHY I WAS UP THERE TONIGHT... TO PUT THINGS ***BACK*** IN ORDER. TO SHOW LIZ I ***CARE...*** TO SHOW PARKER WHAT'S ***WHAT...*** ***STUPID,*** RIGHT?

NO... ***NOT*** STUPID AT ALL...

FLASH!!!

LIZZY!

IF YOU HAD TOLD ME ***YESTERDAY,*** I WOULDN'T HAVE BELIEVED YOU. FLASH THOMPSON-- BULLY, BRUTE, BUSTER...

...JUST AS ***SCARED*** AS I AM. SURE, WE'RE WORRIED ABOUT ***DIFFERENT*** THINGS... HE'S AFRAID OF ***CHANGE*** AND I'M AFRAID OF ***STANDING STILL...***

BUT IN THE ***END...*** NOT ALL THAT ***DIFFERENT.*** WHO ***KNEW?***

I'M SORRY... JUST ***PROMISE*** YOU WON'T LEAVE--

THANK YOU, SPIDER-MAN...

SURE, MISS... CAN YOU HANDLE HIM FROM ***HERE?***

I ALWAYS ***DO.*** AND I GUESS I ALWAYS ***WILL...***

SOME THINGS ***NEVER*** CHANGE.

...BROADCASTING *LIVE* FROM THE *MIDTOWN SENIOR HIGH SCHOOL PROM*, AND LET ME TELL YOU CATS AND KITTENS, THIS NIGHT HAS BEEN A *BLAST* AND A *HALF*...

SO AS WE GET SET TO *WIND DOWN* AND *CRUISE* OUT OF HERE, I WANT TO TAKE A MOMENT TO *RAP* WITH YOU A BIT, DJ TO *DANCER*, FREAK TO *FRIENDS*...

I CAN SEE IT IN THE EYES OF THE *GORGEOUS* CROWD AROUND ME... A SHARED REALIZATION THAT, AFTER *TONIGHT*...

...*NOTHING* WILL BE THE SAME.

AND IT'S *TRUE*. SCARY AS IT SOUNDS... YOU *CAN'T* ESCAPE IT. IF YOU DON'T GET IT *NOW*, YOU WILL ON *GRADUATION* DAY... THE WORLD AS YOU KNOW IT IS AT AN *END*.

RELATIONSHIPS? LIKE *WATER*. FRIENDS? LIKE *WIND*. TRUTH? *UNKNOWABLE*. THE ONLY THING YOU'LL BE ABLE TO COUNT ON--

--IS *CHANGE*. WILD, RAMPANT, *UNSTOPPABLE* CHANGE...

BUT I'LL LET YOU IN ON A LITTLE *SECRET*, BABY... CHANGE IS *FANTASTIC*.

CHANGE IS *POWER*. CHANGE IS *LIVING*.

OR THEY'RE SO *SUBTLE* THAT THEY DON'T FEEL LIKE CHANGES AT ALL...

IT MAY NOT ALWAYS WORK OUT LIKE WE'D *PLANNED*... SOME CHANGES ARE DOWNRIGHT *DISAPPOINTING*...

BUT EVEN THESE ARE BETTER THAN *NO* CHANGE AT ALL.

SOME WISE FELLOW SITTING ON A *BRIDGE* UNDER A MOONLIT PROM NIGHT SKY THREE HUNDRED OR SO YEARS BACK SAID TO HIS FRIENDS...

"MAY YOU LIVE EVERY DAY OF YOUR LIFE." NOTE THE EMPHASIS ON *LIVE*.

LIVE EQUALS *CHANGE* EQUALS *GROW*. EXPERIENCE. LOVE. CRY. LAUGH. HURT. PLAY CHECKERS. SKYDIVE. WATCH THE SUN SET.

CAUSE YOU ONLY GET *ONE* SHOT, LADIES AND GENTS... MAKE IT *COUNT*.

H-HEY... I-- I CAN FEEL... *ME* AGAIN. WHAT *HAPPENED--?*

IT WORKED... THANK *GOD* I GOT THOSE NOTES IN TIME...

WEBHEAD... YA... YA CAME BACK TO ***HELP*** ME. EVEN AFTER I TRIED TO WHACK YOU...

YEAH, WELL... I DON'T HOLD ***GRUDGES***. BAD FOR THE ***COMPLEXION--***

LOOK, YOU COULDA JUST LET ME ***ROT***, I WAS GONNA LET ME ROT! BUT YOU DIDN'T...DAT'S THE ***NICEST*** THING ANYONE'S EVER DONE FOR ME.

AW, ***SHUCKS***, THANKS, BUT IT COMES WITH THE WEBS. IT'S JUST THE WAY IT IS.

SO, NOW THAT YOU'VE GOT YOUR ***LIFE*** BACK, SANDY... WHAT ARE YOU GONNA ***DO*** WITH IT?

I GOT SOME IDEAS...

GAAK

AN' MOST OF 'EM INVOLVE RIPPIN OFF YER ***HEAD*** AT DA ***NECK!***

MOULFF

YOU SCREWED UP ***BAD***, WEBHEAD! ***REAL*** BAD!!!

BUT SO DID ***I***... TRYIN' TA BE SOMETHIN' I ***WASN'T***... SO, FAR AS I'M CONCERNED... WE'RE EVEN.

YOU'RE BACK TO ***YOU***. I'M BACK TO ***ME***... JUST THE WAY IT SHOULD BE.

SEE YOU ROUND, WEBS... DON'T EVER ***CHANGE***.

"AND SO, PETER, I HOPE YOU DON'T **HATE** ME FOR IT, BUT SEEING ALL THOSE KIDS, SO WIDE EYED AND **CRAZY**, I REALIZED...

"I'M NOT A TEENAGER ANYMORE... AND THAT'S OKAY. I LIKE WHO I AM. AND BELIEVE IT OR NOT, I **DIDN'T** MISS OUT ON A THING.

"SO IF YOU WANT TO GIVE ME A ***CALL***, I'LL BE AT THE BUGLE... IN A ***PROM DRESS***. HA HA. LOVE, ***BETTY***.

"P.S. SOME GUY NAMED ***BLAKE*** TOLD ME ABOUT ***LIZ ALLAN***. YOU'RE A ***BIG FAT JERK***."

I DESERVE THAT... I DESERVE ***ALL*** OF IT--

A ***FITTING*** END TO THE HIGH SCHOOL CAREER OF ***PETER PARKER***.

FILLED WITH ***CHAOS***, HEARTBREAK, ***DISAPPOINT-MENT***...

ACTION... INGENUITY... A LAST MINUTE SAVE...

AND THROUGH IT ALL, ONE ***NERDY***, ALBEIT ***RESPONSIBLE*** GUY, JUST TRYING TO GET BY IN ***RED AND BLUE LONG JOHNS***.

MAN... IF THAT WAS ***HIGH SCHOOL***...

I CAN'T ***WAIT*** TO SEE WHAT COMES NEXT.

MARVEL® COMICS

WEBSPINNERS™ TALES OF SPIDER-MAN®

APPROVED BY THE COMICS CODE AUTHORITY

#10

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Sean '99

MAS...

JENKINS

PHILIPS

Vesti la giubba
E la faccia infarina...

MONSTER IS FREED!

SPIDER-MA
IMPLICAT
IN QUEENS
ROBBERY!

Jan Hills is about to launch her own consultancy after experiencing five

Staff experiencing a change need to recognise that something is ending and that old beliefs, processes and faces will be no more. They need to acknowledge this ending, to find out which elements are going and, often more importantly, which bits are staying. It is only once they have said goodbye to old ways that they can enter the

"Limbo

says Ms

NEW

New York's Finest Daily Newspaper

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SPIDER
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Wednesday.

may be easier to adop
approach, it is more s
able to keep key staff on your side

A study of merger by *Fortune*
found that per cent
left within years of
people are a company's gre
then they should be encouraged to stay

In their book, *Managing Mergers, Acquisitions and Strategic Alliances*, Sue Cartwright and Cary Cooper write that human factors are being held more responsible for merger and acquisition failure. As one manager put it: "Those who underestimate or ignore the human factor do so at their peril."

Jan Hills is about to launch her own consultancy after experiencing five mergers in as many years in her work as a chief operating officer in an investment bank in the City. She has been

Jan Hills is about to launch her own consultancy after experiencing five

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TUESDAY
12-30pm
HAIRDRESS

DAILY

New York's Finest Daily

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THE NEW YORK G

New York's Finest Daily Newspaper

CHAMELI
CAUGHT
SPIDER-M

TUESDAY
12-30pm
HAIRDRESS

HE--HE RIPPED OFF THE DOOR WITH HIS BARE HANDS!

END OF THE LINE FOR YOU, COMMIE! HEAD THIS SHIP TOWARDS SHORE--AND I MEAN *NOW!*

...ridi, Pagliaccio...

STAN LEE Presents...

THE SHOW MUST GO ON

PAUL JENKINS Writer

SEAN PHILLIPS Artist

MIKE ATIYEH Colorist

BENCH-MARK Lettering

RALPH MACCHIO Editor

BOB HARRAS Chief

DON'T MAKE PROMISES YOU CAN'T KEEP!

Vesti la giubba Skrrt

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Vesti la giubba Skrrt

YOU HAVE THIS... *SENSE* OF THINGS.

HAD IT FOR YEARS-- A SORT OF *CLAIRVOYANCE*, OR SOMETHING.

AS A LITTLE KID, YOU ALWAYS KNEW WHEN YOUR CLASS WAS GOING TO BE HIT WITH A MATH TEST. OR WHEN MICHAEL BENTLEY WOULD BE WAITING AROUND THE NEXT CORNER, READY TO BLOODY YOUR NOSE AND RELIEVE YOU OF YOUR LUNCH MONEY.

OVER THE YEARS, YOU LEARNED TO *RELY* ON THE SENSE. AS YOU GREW OLDER, IT GOT *STRONGER.*

RIGHT AFTER YOU WERE BITTEN BY A RADIOACTIVE SPIDER, IT WENT *HAYWIRE.*

FUNNY HOW LATELY, EVERY TIME IT DECIDES TO GO OFF THE CHARTS, YOU'VE BEEN OF A MIND TO *IGNORE* IT. YOU'VE GOTTEN FOND OF SAYING, *"AW, IT'S PROBABLY **NOTHING**."*

YOU FIGURE IT'S PROBABLY JUST A REACTION TO THE INNUMERABLE PRESSURES OF YOUR MESSED-UP, COMPLICATED *LIFE,* RIGHT?

BECAUSE LET'S FACE IT, PETE: DRESSING UP AS A SPIDER AND SWINGING HELL-FOR-LEATHER AROUND THE CITY ON STRANDS OF HIGH-TENSILE WEBBING IS NO LONGER ALL IT WAS CRACKED UP TO BE.

ARRIVING IN THE NICK OF TIME, PUNCHING THE LIGHTS OUT OF SOME SUPER VILLAIN WITH MORE LIVES THAN A *CAT,* AND MAKING IT HOME IN TIME FOR DINNER IS RAPIDLY LOSING ITS *APPEAL.*

AS FOR PRETENDING TO YOUR WIFE YOU'VE GIVEN UP THE SUPER HERO GAME FOR GOOD, WHILE TRYING TO HIDE ALL THE *BRUISES,* WELL...

MAYBE THE REASON YOU CAN'T PINPOINT EXACTLY WHAT'S WRONG IS BECAUSE IT'S *EVERYTHING*.

Hunh...
WHA--?

OR MAYBE IT'S JUST YOUR MIND PLAYING TRICKS ON YOU. YEAH, ***THAT'S*** IT...

MAYBE IT'S NOTHING AT ALL.

I KNOW YOU'RE WONDERING WHY I'VE ***ASKED*** YOU HERE.

LOOK... IF I DONE SOME-THIN' TO ***UPSET*** YOU, BOSS, YOU ONLY GOTTA TELL ME ***ONCE***.

I MEAN, ***YOU*** KNOW... WHATEVER IT IS, I'LL MAKE SURE IT DON'T HAPPEN AGAIN.

IT'S NOT THAT ***SIMPLE***, EUGENE.

WE SHOULDN'T TRY TO ***FOOL*** OURSELVES... THERE COMES A TIME WHEN ***EVERYONE*** MUST MOVE ON. WE ARE ***ALL*** SHIPS THAT PASS IN THE ***NIGHT***--

I...I DON'T UNDERSTAND. I THOUGHT YOU ***LIKED*** ME. CAN'T YOU GIVE ME ANOTHER ***CHANCE?***

THAT'S NOT ***POSSIBLE***. NOT ANYMORE.

I'M AFRAID I'M GOING TO HAVE TO LET YOU ***GO***--

...I DON'T WANT TO DIE...

I'M SORRY, EUGENE.

BA BOOM

As daylight over the city turns to dusk, the feeling's getting *worse*.

It's something *bad*-- you just *know* it. And it's out *there*, right in front of your eyes.

It's no longer a tingle, it's a veritable five-alarm fire of the senses. It's no longer a murmur at the back of your consciousness...

...it's a *scream*.

PETER'S MOBILE 555-7116

HI, AUNT MAY... THIS IS PETER. LISTEN, IF YOU'RE AROUND, CAN YOU PICK UP...?

OKAY, LOOK... NO PROBLEM. I JUST, *Uh*...

I WON'T BE ABLE TO MAKE IT BACK FOR DINNER TONIGHT. I JUST WANTED TO CHECK IN, MAKE SURE EVERYTHING'S OKAY.

*DO ME A **FAVOR**, OKAY? WHEN YOU GET HOME, GIVE ME A CALL ON MY CEL PHONE. THE NUMBER'S ON THE WALL ABOVE THE ADDRESS BOOK--*

PETER'S MOBILE 555-7116

WHO ***WAS*** IT, PETER, DEAR?

WRONG ***NUMBER***.

WELL, YOU CERTAINLY SEEM TO HAVE YOUR ***APPETITE*** BACK. DID YOU ENJOY YOUR DINNER?

Mmm. IT WAS ***WONDERFUL.***

WELL, I'M ***GLAD!*** YOU'VE BEEN SUCH A ***MOPE*** LATELY... I'VE BEEN SO ***WORRIED*** FOR YOU AND MARY JANE.

I MUST SAY, PETER, IT'S NICE TO SEE YOU WITHOUT THAT ***FROWN*** ON YOUR FACE FOR A CHANGE. YOU LOOK SO ***NICE*** WHEN YOU SMILE.

AUNT MAY, YOU COULD GIVE A GUY A ***COMPLEX--***

OH, SHE'S ***PERFECT.***

FREEZE, LAWBREAKER! THIS IS YOUR...

THIS IS YOUR FRIENDLY NEIGHBOR-HOOD...

... NO, THAT'S NOT IT...

THIS IS YOUR FRIENDLY NEIGHBORHOOD SPIDER-MAN!

PETER... IS EVERYTHING ALL RIGHT? WHAT-EVER ARE YOU DOING IN THERE?

NOTHING.

IT'S COMING, AND THERE'S NOTHING YOU CAN *DO* ABOUT IT. ALL YOU CAN DO IS *WAIT*, AND HOPE IT WON'T *HURT* TOO MUCH.

IT'S THE SOUND OF *CALAMITY*, RUSHING IN. IT'S THE OBLIVION EXPRESS BEARING DOWN AS YOU LAY STRANDED ON THE RAILROAD CROSSING...

BREEEP

BREEEP

BREEEP

HI, AUNT MAY--

...AUNT *MAY?*

I WAS YOUR VERY *FIRST*.

WHAT? WHO *IS* THIS--?

DON'T YOU ***REMEMBER,*** PETER? YOU CALLED ME A "COMMIE."SEEMS LIKE FOREVER AGO, DOESN'T IT?

I WANT YOU TO COME AND ***SEE*** ME. I'M OVER AT THE OLD LARK BUILDING.

WE HAVE A LOT TO CATCH ***UP*** ON, YOU AND I.

I DON'T EVEN KNOW WHO YOU ARE. GIVE ME ONE GOOD REASON WHY I ***SHOULD--***

JUST ***LISTEN.***

YOU HAVE THIS... *SENSE* OF THINGS.

SOMETIMES-- LIKE *TODAY*, FOR INSTANCE-- YOU'LL TRY AS HARD AS YOU CAN TO *IGNORE* IT. YOU'LL TRY TO PRETEND IT DOESN'T *EXIST*, HOPING IT'LL GO AWAY.

BUT IT'S ALWAYS *THERE*, LIKE A WHISPER ON THE WIND.

IF YOU LISTEN CAREFULLY, YOU CAN *HEAR* IT...

IT'S *THERE*... HARD TO PICK IT OUT FROM THE STRAIN OF TRAFFIC AND THE GUTTURAL WAIL OF HUMANITY BELOW, BUT IT'S THERE--

--A SUBLIMINAL *MESSAGE*, ATTUNED TO THE HYPERSENSITIVE FREQUENCY OF YOUR SPIDER SENSE.

YOU REMEMBER WHERE YOU HEARD IT ONCE *BEFORE*--

CALLING *SPIDER-MAN!* MEET ME ON ROOF OF LARK BUILDING AT TEN TONIGHT! IT WILL BE VERY PROFITABLE FOR YOU!

AND MILES AWAY, AT A NEIGHBORHOOD MUSEUM, WHERE PETER PARKER IS STUDYING THE SPIDER EXHIBIT...

SOMEONE IS TRYING TO CONTACT *SPIDER-MAN!* I CAN SENSE THE FREQUENCY WAVES! BUT WHO--?

CHAMELEON!

A FEW MINUTES BEFORE TEN P.M....

AFTER BINDING AND GAGGING

SUDDENLY, YOU HAVE THIS WEIRD FEELING THAT YOU'RE JUST LIKE A BUG TRAPPED IN A TOILET.

THE FUTURE IS JUST ONE LONG, SLIPPERY SLOPE.

SOMEONE MAY DROP SOMETHING *UNPLEASANT* ON YOU AT ANY MOMENT.

HOLD IT RIGHT *THERE*, YOU--

WAS IT GOOD FOR YOU?

NEW

DAILY STAR

JONAH JAMESON

THERE'S A LIGHT. YOU STRUGGLE TOWARDS IT WITH YOUR LITTLE SPIDER LEGS. YOU SEE YOUR *SALVATION* AHEAD...

N YORKER
LE ON
T BY
MAN

BUT JUST AS YOU THINK YOU MAY HAVE MANAGED A FEW BRIEF MOMENTS OF *RESPITE*...

CLICK

...SOMEBODY *FLUSHES*.

NOW, IT'S A *FLOOD*. A TORRENT OF FEAR, AND ANGER, AND FRUSTRATION. YOUR *HOME*, FOR GOD'S SAKE...

HE WAS INSIDE YOUR HOME. YOU'RE BUZZING AROUND THE CITY LIKE SOME SORT OF DEMENTED HORNET, AND ALL THE *WHILE*--

WAS IT GOOD FOR You?

WHY, PETER... OF *COURSE* IT'S ME. WHO DID YOU EXPECT?

WELL, I MUST SAY, YOU'RE ACTING VERY *STRANGELY*, DEAR. YOU SEEMED FINE WHEN YOU LEFT A FEW MINUTES AGO. DID YOU *FORGET* SOMETHING?

DON'T FRIGHTEN HER, PETE. ACT AS IF EVERY-THING'S *FINE*--

UH, YEAH. LOOK... IT'S THE *WEIRDEST* THING, AUNT MAY... I FORGOT WHERE I...

DO YOU REMEMBER WHERE I SAID I WAS *GOING...?*

WHY YES... TO MEET MARY JANE.

AFTER HER *APPOINTMENT*, REMEMBER--?

TO BE CONTINUED...

MARVEL COMICS

#11

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WEBSPINNERS TALES OF

SPIDER-MAN

APPROVED BY THE COMICS CODE AUTHORITY

CHAMELEON'S FINAL REVENGE!

JENKINS

PHILLIPS

Sean '99 MAS...

THE CALL COMES IN, AS YOU KNEW IT WOULD. AND JUST FOR A CHANGE, YOU *CURSE* YOURSELF.

I HAVE MARY JANE HERE WITH ME, PETER. BELIEVE ME WHEN I TELL YOU, SHE IS IN A GREAT DEAL OF *DANGER*.

IF YOU WANT TO SEE HER ALIVE, YOU'RE GOING TO HAVE TO COME AND *GET* HER.

AND WHEN HE TELLS YOU WHERE HE'S TAKEN HER, YOU SUDDENLY APPRECIATE THE IMMEDIACY OF THE DANGER TO YOUR WIFE. NOW, YOU COULD *LOSE* HER.

AFTER THAT, THE LINE GOES DEAD. AND YOU CURSE HIM AND GOD AND YOURSELF AGAIN.

THAT'S YOU, PETE: LOST ON A SEA OF REGRET.

IF YOU EVER STOPPED THRASHING LONG ENOUGH TO *ADMIT* IT, MAYBE THINGS WOULD BE A LOT EASIER FOR YOU. BUT YOU'RE TOO BUSY TRYING TO KEEP YOUR HEAD ABOVE WATER, AREN'T YOU?

YOU'RE CLINGING TO A LIFE RAFT OF *DENIAL* THAT'S RAPIDLY SINKING.

THE ONLY WAY YOU CAN STAY AFLOAT IS TO PLUG ALL THE HOLES WITH *EXCUSES*...

...AND HOPE YOU DON'T GET WASHED OVERBOARD BY WAVES OF *GUILT*.

PAUL JENKINS Writer

SEAN PHILLIPS Artist

MIKE ATIYEH Colorist

BENCH-MARK Lettering

RALPH MACCHIO Editor

BOB HARRAS Chief

Sean '99

STAN LEE Presents

OFF THE DEEP END

LOOKS LIKE YOU'VE LOST YOUR *BEARINGS*, SAILOR-- YOU'VE FLOATED AIMLESSLY IN A BIG CIRCLE, ALL THE WAY BACK TO WHERE YOU *STARTED*.

THIS IS WHERE IT ALL WENT WRONG THE *FIRST* TIME. THIS IS WHERE YOU LOST...

...IT'S WHERE YOU LOST GWEN...

BETTER BE *CAREFUL*, PETE-- 'CAUSE IT ALMOST *SCUPPERED* YOU ONCE BEFORE.

I KNOW YOU'RE *THERE*, PETER.

I DIDN'T THINK GUNS WERE YOUR *STYLE*.

C'MON, CHAMELEON... LET HER GO. THIS IS BETWEEN YOU AND ME--

THIS PLACE BRINGS BACK A LOT OF *MEMORIES*, DOESN'T IT?

IT SEEMS LIKE *YESTERDAY* THAT GWENDY DIED ON THIS BRIDGE. *POOR* GWEN...

IT DOESN'T SEEM FAIR THAT YOU COULD LOVE SOMEONE SO MUCH, AND THEN *LOSE* HER. IT DOESN'T SEEM RIGHT.

I FEEL THERE'D BE A SORT OF MAJESTIC *IRONY* IF IT WERE TO HAPPEN *AGAIN*--

LOOK, JUST CALM DOWN, OKAY? I DON'T KNOW WHAT YOUR ***PROBLEM*** IS, BUT MY WIFE ISN'T ***PART*** OF IT--

TAKE OFF YOUR MASK, PETER. I WANT TO SEE YOUR FACE.

DON'T PLAY ***GAMES*** WITH ME! I SAID ***TAKE OFF YOUR MASK!***

I SWEAR, CHAMELEON, IF YOU HARM HER IN ANY WAY, THAT'LL BE THE ***LAST*** THING YOU EVER DO.

D'YOU ***HEAR*** ME--?

YOU ***LOVE*** HER, DON'T YOU?

SO DO ***I***. I MEAN, ***YOU*** KNOW... SO ***WOULD*** I...

...IF I WERE IN ***YOUR*** SHOES...

HE'S *LOSING* IT... PULSE MUST BE GOING TEN-TO-THE-DOZEN. DON'T PLAY HIS DERANGED LITTLE GAME.

I FIGURED YOU WERE PROBABLY *DEAD*, OR SOMETHING--

SO DID I.

"I MEAN... I WAS *SUPPOSED* TO BE DEAD. I HAD... AN *ENCOUNTER* WITH MY HALF-BROTHER, SERGEI.

"IT WAS RATHER A *TYPICAL* AFFAIR AS FAMILY REUNIONS GO-- HE WAS ENRAGED... ASHAMED OF ME.

"WHEN I TRIED TO *REASON* WITH HIM, HE SHOT ME IN THE FACE AT POINT BLANK RANGE.

"OR SO I *THOUGHT*. *I* WOKE UP SOME TIME LATER WITH A TRANQUILIZER DART IN MY SHOULDER AND A FEW THOUSAND QUESTIONS SWIMMING IN MY BRAIN

"HE COULD HAVE KILLED ME. BUT INSTEAD, HE LET ME *GO*.

"OUR FAMILY WERE NEVER VERY GOOD AT EXPRESSING THEIR FEELINGS. I'D LIKE TO THINK PERHAPS HE WAS JUST TRYING TO TELL ME HE *LOVED* ME, WITHOUT ACTUALLY *SAYING* IT.

"GO, MAKE A NEW *LIFE*, HE WAS SAYING. TAKE THIS CHANCE TO BE FREE OF YOUR BURDEN..."

...AND IF I EVER SEE YOU AGAIN, THE NEXT ONE WILL BE A *BULLET*.

YOU HEAR HIS STORY, BUT IT DOESN'T REALLY REGISTER. SOMETHING DOESN'T QUITE ADD UP.

THERE'S A PIECE MISSING. HE'S NOT AGITATED ENOUGH. HE'S CALMER NOW...

THAT'S IT-- YOU WERE TOO CONFUSED AND ANGRY TO NOTICE IT BEFORE:

THAT'S NOT MARY JANE.

OKAY, CHAMELEON... YOU WIN. GO AHEAD AND ***SHOOT*** HER, IF IT'LL MAKE YOU FEEL BETTER.

HE KNOWS THAT ***YOU*** KNOW. NO NEED FOR PRETENSE NOW. HE SHOWS YOU WHAT YOUR SENSES WERE TRYING TO TELL YOU ALL ALONG: THE IMAGE OF MARY JANE WAS MERELY A HOLOGRAPHIC PROJECTION OF HIS MASK.

SHE WAS NEVER ***HERE***. AND IF SHE WAS NEVER HERE...

...THEN ALL THIS TIME HE'S BEEN POINTING THE GUN AT ***HIMSELF***.

YOU'RE VERY ***PERCEPTIVE***.

WE'RE BOTH HONEST MEN, PETER-- YOUR WIFE WAITED FOR YOU, AND WHEN YOU DIDN'T SHOW UP, SHE TOOK THE SUBWAY HOME. SHE'S ***ANGRY*** AT YOU AGAIN.

YOUR DIVINE AUNT MAY IS WELL. I'M AFRAID I ATE ALL THE MEAT LOAF.

I... I WANT YOU TO KNOW HOW ***SORRY*** I AM ABOUT ALL OF THIS. I MEAN, I WAS ALWAYS RATHER ***INEPT*** AT SUBTERFUGE, WASN'T I?

IT'S A SHAME, CONSIDERING MY ***PROFESSION***.

"DO YOU REMEMBER OUR FIRST ENCOUNTER? YOU RIPPED OFF THE SIDE OF MY HELICOPTER.

"I WAS SUPPOSED TO BE AN INTERNATIONAL ***SPY***, MASTER OF DISGUISE. I WAS SO TERRIFIED... I MUST HAVE LOOKED LIKE A DEER CAUGHT IN HEADLIGHTS."

AH-HEHH... AND THEN YOU CALLED ME A "COMMIE."

THERE I WAS, WITH HALF OF MY HELICOPTER HANGING OFF, AND YOU WERE CALLING ME A COMMIE, AND I WAS WRESTLING WITH THE CONTROLS, TRYING NOT TO KILL US BOTH IN THE PROCESS.

IT'S FUNNY... I NEVER ***DID*** HAVE THE CHANCE TO TELL YOU I WAS WORKING FOR A ***PRIVATE*** CONCERN...

I DON'T UNDERSTAND. WHAT'S THE *POINT* OF ALL THIS--?

YOU KNOW WHAT I *DID?* I JOINED THE *CIRCUS*.

"FOR THE LAST FEW MONTHS I HAVE BEEN MASQUERADING AS A CLOWN NAMED EUGENE TIBBS-- RATHER A *GOOD* CLOWN, ACTUALLY. I'VE BEEN MAKING PEOPLE LAUGH.

"I COME FROM A LONG LINE OF PERFORMERS ON MY MOTHER'S SIDE, SO YOU SEE, THE CIRCUS LIFE IS IN MY BLOOD. THE TRUTH IS, I HAVE BEEN QUITE *HAPPY*.

"BUT... BUT I COULDN'T *SUSTAIN* THAT HAPPINESS. BECAUSE THE SOUNDS OF MY FORMER LIFE WERE NEVER FAR AWAY FROM MY MIND. I COULD ALWAYS *HEAR* THEM, CALLING MY NAME.

SO I HAD TO *KILL* HIM.

"THERE WAS A PART OF EUGENE THAT COULD NEVER BE FREE OF ALL THE EVENTS THAT LED UP TO HIS CREATION."

Ah-Huhh... POOR EUGENE... HE WAS SUCH A GENTLE SOUL. HE WOULDN'T HAVE HARMED A FLY.

BUT I COULDN'T ***BE*** HIM, YOU SEE?

WHY NOT?

BECAUSE HE WAS A ***LIE!*** HE HAD NO EXPERIENCES-- NOT ***REAL*** ONES.

EVEN IF I TRIED TO EXPLAIN IT TO YOU, YOU WOULDN'T UNDERSTAND. YOU'RE NOT ***LIKE*** THE REST OF US, PETER. I'VE WALKED IN YOUR ***SHOES***...

I'VE HAD A CHANCE TO VIEW THE GREAT TAPESTRY OF YOUR LIFE FIRST HAND -- YOU AND YOUR COSMO COVER WIFE AND YOUR DOTING OLD AUNT AND YOUR SECRET LIFE AS A HERO. IT'S LIKE A STORYBOOK.

GOD, EVEN YOUR ***TRAGEDIES*** HAVE SUBSTANCE.

LOOK, CHAMELEON, I--

PLEASE... CALL ME DMITRI.

DMITRI... I WON'T PRETEND I KNOW WHAT'S GOTTEN YOU TO THIS ***POINT***, MAN... BUT THE WAY I SEE IT IS THIS: YOU COULD GO OFF AND BE ***ANYONE***. I MEAN, MOST OTHER PEOPLE HAVE TO SPEND ***YEARS*** BUILDING A LIFE, MAKING MISTAKES, THAT SORT OF THING.

BUT ***YOU***... YOU COULD JUST GO OFF AND GRAB THE FIRST ONE THAT YOU WANTED. JUST LIKE THAT.

IF I HAD THAT CHANCE, I'D TAKE IT IN A HEARTBEAT. WHY NOT JUST TURN AROUND AND WALK AWAY AND MAKE IT INTO A BIG ***ADVENTURE?***

I WON'T TRY TO STOP YOU.

IT'S NOT THAT SIMPLE--

WHY NOT?

IF YOU HAVE TIME, PERHAPS YOU'LL LET ME TELL YOU A ***STORY***...

"A MAN WALKS INTO THE OFFICE OF AN EMINENT PSYCHIATRIST. 'DOCTOR,' HE SAYS, 'I THINK I AM GOING TO *KILL* MYSELF.'

" 'MY LIFE HAS BECOME JUST ONE LONG CHAPTER OF SADNESS AND DENIAL. I AM SUCCESSFUL, I AM WEALTHY, I HAVE MANY PEOPLE WHO LOVE ME... BUT I'M OVER-WHELMED BY MELANCHOLY. MY HEART ACHES CONSTANTLY. AND I DON'T EVEN KNOW *WHY*.'

"THE DOCTOR DECIDES TO GIVE THE MAN SOME RATHER UNORTHODOX ADVICE. 'THE PROBLEM WITH YOU,' HE SAYS, 'IS THAT YOU'VE FORGOTTEN HOW TO *LAUGH*. YOU SHOULD GO TO THE CIRCUS-- I HEAR THE GREAT CLOWN, GRIMALDI, IS PERFORMING THERE. GO AND SEE GRIMALDI-- HE WILL MAKE YOU LAUGH. HE MAKES *EVERYONE* LAUGH.'

" 'BUT DOCTOR,' SAYS THE MAN, 'YOU DON'T *UNDERSTAND...*'

" '...I *AM* GRIMALDI.' "

YOU CAN'T ALWAYS GET WHAT YOU ***WANT,*** PETER. I WAS HAPPY-- I ***LIKED*** BEING EUGENE. I PROMISED MYSELF THAT I WOULDN'T COME BACK.

BUT I COULDN'T ***HELP*** MYSELF. I WANTED SOMETHING ***MORE.***

I JUST NEEDED... TO ***TELL*** YOU SOMETHING, I SUPPOSE. THIS CHARADE OF MINE... IT WAS THE ONLY WAY I COULD THINK OF TO GET YOUR ***ATTENTION--***

FINE. SO, WHAT IS IT? WHAT'S SO IMPORTANT THAT YOU HAD TO DRAG ME UP HERE TO TELL ME?

WELL, I... I THOUGHT BY BRINGING YOU HERE, IT'D MAKE A DIFFERENCE. IT'S DIFFICULT TO PUT INTO WORDS...

YOU SEE, I WANT ***YOU.*** I MEAN, I...

I ***LOVE*** YOU, PETER.

SOMETIMES, THE PRESSURE OF A MOMENT CAN BE JUST TOO OVERWHELMING. IT'S ALMOST AS IF YOU ***PERSUADE*** YOURSELF TO HAVE THE WRONG REACTION.

YOU'LL GO AND VISIT A DEAR OLD RELATIVE FOR INSTANCE, KNOWING THAT THE ONE THING SHE CAN'T ABIDE IS A POTTY MOUTH. SO, YOU'RE WALKING UP HER DRIVEWAY, AND YOU'RE TELLING YOURSELF, "PLEASE, GOD... WHATEVER YOU DO, DON'T CURSE. IF THERE'S ONE TIME IN YOUR LIFE TO KEEP A CIVIL TONGUE, THIS IS IT. WHATEVER YOU DO, DON'T CURSE. ***DON'T CURSE.***

OMIGOD...

AND AS SOON AS YOU SEE HER, THAT'S PRETTY MUCH THE FIRST THING YOU ***DO.***

HA HA HA!

Uh, I DIDN'T EXACTLY MEAN "I ***LOVE*** YOU." AT LEAST, NOT IN ***THAT*** WAY... THE ***BIBLICAL*** SENSE, I MEAN...

WELL, ***YOU*** KNOW...

OH, MY... ***THAT*** SOUNDED A BIT FUNNY, ***DIDN'T*** IT?

NNHAAR! ***QUIT*** IT!

HEHH... AH-*HEHH*... ***HAHH...***

HA HA HA!

OH, JEEZ... *AH-HEHH*... I GUESS... *=AH-HEHH=*...

I GUESS YOU'RE A BIT ***CONFUSED,*** THEN...

OH... OH DEAR... ***HA HA HA!***

STOP IT...

TSSS... ***HA HA HA!***

NN-HEHH... WHAT'S SO FUNNY ***NOW?*** WHAT ***IS*** IT--?

HA! *HEHH*... I WAS JUST... *=AH-HUHH=*... I WAS JUST WONDERING...

WHAT DO YOU DO FOR AN ***ENCORE?*** ***HA HA HA!***

I'M GLAD I COULD MAKE YOU ***SMILE,*** PETER. THAT MEANS A ***LOT*** TO ME, YOU KNOW, AFTER ALL WE'VE BEEN THROUGH TOGETHER.

HERE... ***CATCH!***

I DON'T GET IT... THIS IS A ***FAKE--***

YOU LOOK ***NICE*** WHEN YOU SMILE.

NO!!

IT'S IRONIC... A MILLION TIMES, YOU'VE RERUN THIS SCENARIO THROUGH YOUR MIND. THIS IS WHERE GWEN DIED, AFTER ALL.

A MILLION TIMES YOU'VE ASKED YOURSELF WHAT YOU HAVE COULD DONE DIFFERENTLY TO SAVE HER.

WHAT WOULD YOU DO IF YOU HAD THE CHANCE ALL OVER AGAIN?

BUT ALREADY, YOU KNOW THAT YOU'RE TOO *LATE*. IT HAPPENED TOO FAST, EVEN FOR YOU.

YOU WERE TOO FAR AWAY FROM HIM WHEN HE WENT OVER.

HE'S ALREADY AS GOOD AS DEAD--ALL BECAUSE HE ASKED YOU FOR HELP, AND YOU LAUGHED AT HIM.

HIS BODY HITS THE WATER LIKE A TON OF CEMENT, AT THE SAME TIME LIQUIFYING HIS INTERNAL ORGANS.

AND ALL YOU CAN DO IS HANG THERE, HELPLESS, AS YET ANOTHER POOR, TIRED SOUL GOES UNDER.

THAT'S YOU, PETE: LOST ON A SEA OF REGRET.

BETTER START *PADDLING*.

MARVEL COMICS

THE WEBSPINNERS TALES OF SPIDER-MAN

APPROVED BY THE COMICS CODE AUTHORITY

#13

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JENKINS
JONES
BALMICOTTI

IT WASN'T YOUR FAULT.

THERE'S NO WAY YOU COULD'VE KNOWN WHAT WOULD HAPPEN.

YOU WERE JUST TRYING TO DO YOUR BEST.

IT WASN'T YOUR FAULT.

IT WASN'T YOUR *FAULT*.

IT ALL SEEMED PRETTY *ROUTINE* AT THE TIME. WACKO SUPER VILLAIN HATCHES NEFARIOUS PLOT, SITUATION GETS UGLY, SPIDEY SWINGS IN AT THE LAST MOMENT TO SAVE THE *DAY*.

VILLAIN IN QUESTION: THE *CHAMELEON*-- MASTER OF DISGUISE, ERSTWHILE SOVIET SPY... BIT OF A *LIGHTWEIGHT*, TO BE HONEST.

UGLY SITUATION INVOLVED THE KIDNAPPING OF YOUR *WIFE*.

ONLY THERE, THINGS GOT A BIT *COMPLICATED*. 'CAUSE WHEN YOU SWUNG INTO ACTION, YOU DISCOVERED CHAMELEON HADN'T COME TO HURT YOU, OR TO EXACT ANY DEVILISH REVENGE.

HE WAS JUST SOME POOR, CONFUSED MOOK, TRYING TO GET YOUR *ATTENTION*. HE WAS RAMBLING, INCOHERENT... *UNPREDICTABLE*...

I *LOVE* YOU, PETER.

WHAMMO.

HE TOLD YOU THAT HE *LOVED* YOU-- HE DIDN'T REALLY MEAN IT TO SOUND THE WAY IT DID. IT WAS JUST HIS CRUDE, CLUELESS ATTEMPT TO REACH OUT TO SOMEONE-- *ANYONE*. AND YOU TREATED HIM LIKE SOME KIND OF *CHUMP*.

YOU LAUGHED AT HIM. HE LAUGHED TOO. IT WAS REAL FUNNY FOR A MOMENT, THE BOTH OF YOU CRACKING UP LIKE THAT.

SUPER HERO AND VILLAIN, YUKKING IT UP ON A ROOFTOP. YOU FIGURED THAT'D PUT AN *END* TO IT. BUT INSTEAD, IT MADE THINGS *WORSE*.

ULTIMATELY, *YOU'RE* THE ONE WHO SENT HIM OVER THE *EDGE*.

STAN LEE Presents

PERCHANCE TO DREAM...

HOW WERE *YOU* TO KNOW? IT WASN'T YOUR FAULT--IT WAS *HIM*.

YOU DIDN'T KILL HIM--HE KILLED *HIMSELF*. YOU JUST HAVE TO KEEP TELLING YOURSELF THAT.

AND MAYBE YOU'LL EVENTUALLY *BELIEVE* IT.

PAUL JENKINS Writes

J.G. JONES Artist

JIMMY PALMIOTTI Inks

MIKE HIGGINS & BENCH-MARK Flashbacks & Letters

JOE ROSAS Colors

RALPH MACCHIO Edits

BOB HARRAS Chiefs

FIRE DOOR

YOU COME DOWN *SLOWLY*, ONE STEP AT A TIME. MAYBE IT'S YOUR MIND PLAYING TRICKS, BUT YOU IMAGINE YOU HEAR A SOUND AHEAD:

TICK. TICK. TICK

NOT THAT YOU'D EVER *ADMIT* IT, PETE, BUT THAT'S THE CLOCK TICKING ON YOUR CRIMINAL SOUL.

IT'S THAT OH-SO-ELEGANT TIMEPIECE ON THE VAST EXPANSE OF YOUR PERFECTLY EMPTY APARTMENT WALL.
TICK. TICK. TICK

PLACE IS DEATHLY QUIET... SMELL OF COOKING... NO MARY JANE, AS USUAL. THIS ISN'T YOUR HOME, IT'S A *PRISON*.

TICK. "IT'S 6P.M." *TICK*. "DO YOU KNOW WHERE YOUR *WIFE* IS?" *TICK*.

OH, PETER, *LOOK* AT YOU-- YOU'RE SOPPING *WET!* IS IT RAINING OUTSIDE?

TICK. TICK. TICK

I CAN'T SAY I *NOTICED,* AUNT MAY--

THAT'LL *DO,* MISTER SMART ALEC. YOU KNOW, THAT WIT OF YOURS WILL BE THE *DEATH* OF ME ONE DAY, YOU MARK MY WORDS.

POOR OLD DEAR... SHE'S TRYING SO HARD TO MAKE YOU FEEL BETTER. BUT THE FORCED SMILE IS JUST HER WAY OF PRETENDING SHE ISN'T WORRIED.

HER URGENCY JUST MAKES YOU FEEL EVEN MORE *ALONE.*

I THOUGHT YOU'D BE HOME LATER, SO I JUST THIS MINUTE GOT STARTED ON DINNER. IT'S--

"--MY *FAVORITE,"* SURE, AUNT MAY.

I JUST NEED A FEW MINUTES TO FRESHEN UP, OKAY?

TICK.

THAT'S *FINE*, DEAR-- IT WON'T BE READY FOR ANOTHER HALF HOUR. JUST MAKE SURE YOU--

--OH...

SLEEP TAKES YOU, LIKE A SPIDER TAKES A FLY. TICK. TICK.

TICK.

THAT'S THE SOUND OF TIME, SLOWING DOWN.

Hh--?

MMF-HHH... HMMF!

PANIC SETS IN. YOU'RE SUDDENLY TRAPPED IN A WEB OF YOUR OWN *MAKING*.

SOMEONE'S HERE. AREN'T THEY SUPPOSED TO *HELP* YOU SOMEHOW?

WHY DON'T THEY COME AND *FREE* YOU?

SHKUPP

LOOK O... SON... OUT!

LET ME--- UNHHHHHHH!

CAPTAIN STACY!

MAYBE THEY JUST *CAN'T*-- MAYBE *NO ONE* CAN FREE YOU FROM THE *GUILT* THAT WEIGHS SO HEAVILY ON YOUR SOUL.

IN THE DREAM NOW, TIME STANDS STILL. IT'S *COLD.*

NO...

YOU HEAR A FAMILIAR SOUND THAT REMINDS YOU OF A FAR-AWAY *PLACE...*

KTOW

...AND SUDDENLY, YOU'RE *BACK* THERE...

SK

ASH

...IN THE THROES OF IMMINENT *DEFEAT.*

YOU HEAR CAPTAIN STACY DOWN BELOW, TRYING TO CLEAR THE CROWD. TRYING TO PROTECT INNOCENTS FROM THE CONSEQUENCES OF YOUR ACTIONS.

THE PIECES ARE FALLING *BELOW!*

BUT--IF ANYONE SHOULD BE *HIT--!!*

THERE'S A WEIRD SOUND... IT'S LIKE BLOOD RUSHING IN YOUR EARS. ALL THE ADRENALINE GOES TO YOUR FINGERTIPS...

...HE WAS LIKE A ***FATHER*** TO YOU...

CAPTAIN STACY!

AND *THAT*... THAT'S THE SOUND OF YOUR WORLD, CAVING IN.

HANG ON, CAPTAIN... ***HANG ON!*** I'LL HAVE YOU THERE IN ***SECONDS!***

NO, MY BOY... IT'S... HOPELESS! I BEG YOU... ***STOP!*** LET ME DOWN! YOU ***MUST!*** I HAVE TO ***TALK*** TO YOU... AND THERE'S SO LITTLE... TIME!

WHAT *IS* IT, CAPTAIN? I'M-- LISTEN-ING!

IT-- IT'S ***GWEN!*** AFTER I'M-- GONE --THERE'LL BE NO ONE-- TO LOOK ***AFTER*** HER--

NO ONE, PETER --EXCEPT-- ***YOU!***

HE DIED IN YOUR ARMS, PETE-- IT WAS ALL BECAUSE OF YOU. AND EVEN AS HE SLIPPED AWAY, YOU HAD THE AUDACITY TO MAKE HIM A PROMISE YOU COULDN'T KEEP.

BUT, WHAT IF SHE EVER ***LEARNS***--

--THAT YOU ***DIED*** BECAUSE OF--***ME?***

I'LL ***LOVE*** GWEN-- AND ***CHERISH*** HER-- AS LONG AS I LIVE!

REST EASY, SIR-- REST EASY...

YOU PROMISED HIM-- YOU *PROMISED!*

YOU SAID YOU'D PROTECT GWEN... SAID YOU'D LOOK AFTER HER *FOREVER.*

BUT PROMISES ARE LIKE *HEARTS,* RIGHT?

MADE TO BE BROKEN.

NNNHH--!

IT WASN'T YOUR *FAULT*... WHY WON'T ANYONE UNDERSTAND? YOU CAN'T DO EVERYTHING. YOU'RE NOT *GOD*.

EVERYONE DIES.

ESPECIALLY WHEN THEY GET CLOSE TO *YOU*.

SOMEWHERE, THERE'S A WHISPER. IT'S HARRY, TRYING TO ***FORGIVE*** YOU AS HE DIES RIGHT IN FRONT OF YOUR EYES.

ELSEWHERE, A SINGLE SHOT RINGS OUT. KRAVEN THE HUNTER GOES OUT WITH A BANG.

They said my mother was insane.

SPUT SPUT

CRUCIFIED, NOT ON A CROSS OF GOLD--

THE GOBLIN GOES OUT LIKE HE CAME *IN*-- IN A MESS OF BLOOD AND TEARS.

MJ?

YOU HEAR YOUR WIFE'S HEARTBEAT, WHERE THERE HAD BEEN TWO BEFORE. SHE THINKS SHE'S ***FAILED*** YOU.

NO. NO. NO.

ALL AROUND YOU, LIFE--FRAGILE AND EXQUISITE AND INEXPRESSIBLE-- CRUMBLES INTO ***DUST***.

...THIS CAN'T BE HAPPENING, OSBORN WAS TELLING THE TRUTH...

ALL BECAUSE OF *YOU*, PETE. YOU STILL SAY IT WASN'T YOUR FAULT?

IT ALWAYS *WAS*.

BUT GET READY, BECAUSE IT'S COMING-- SOMETHING *BIG*...

N-NO...! NOT THAT! I DON'T WANT TO SEE *THAT!*

I *WON'T!*

I WON'T...

NO! I WON'T LOOK! YOU CAN'T... *MAKE* ME--!

GWEN?

CA-? BE--

U BE DEAD!

POT- REACH- HER!

GR-

I SAVED YOU...

FOR YOU, FRIEND-- WILL COME

CAN'T STOP IT, PETE. TRY AS YOU MIGHT, IT'S ALWAYS THERE, RIGHT IN FRONT OF YOUR MIND'S EYE.

YOU ATTEMPT TO LOOK AWAY, BUT AS YOU TURN YOUR HEAD, A COLD BREEZE COMES IN FROM NOWHERE...

...AND SUDDENLY, YOU'RE BACK ON THAT WINDY BRIDGE.

YOU HEAR HIM COMING, LIKE MOLASSES. BEHIND YOU.

A MILLION TIMES, YOU'VE BEEN THROUGH THIS SCENARIO IN YOUR DREAMS. EACH TIME, YOU RELIVE THE *PANIC* OF THE MOMENT.

HE CATCHES HER HARD... POOR LITTLE GWENDY-- LIKE SHE EVER HAD A CHANCE AGAINST THAT SUPERCHARGED FREAK.

YOU'RE POWERLESS TO STOP IT.

GWEN!

NO!

LIKE A MILLION TIMES BEFORE, YOU MAKE A DESPERATE ATTEMPT TO SAVE HER BEFORE SHE'S LOST FROM SIGHT IN THE MURKY WATERS BELOW.

THWIP

HER LIFE FLASHES BEFORE YOUR EYES.

DID IT!

SWIK!

SNAP!

AND THEN, THAT MOMENT OF NOT KNOWING-- THE MOMENT THAT'LL HAUNT YOUR DREAMS AGAIN AND AGAIN, FOREVER AND EVER. UNTIL THE DAY YOU DIE.

YOU MAKE THE OBLIGATORY SPIDEY WISECRACK AS YOU HAUL HER TO SAFETY. YOU HAVE NO IDEA WHAT'S REALLY HAPPENED.

NONONO

I *SAVED* YOU, HONEY...DON'T YOU *SEE?*

HEY, KID--WHAT'S *WRONG?* DON'T YOU *UNDERSTAND?*

I *SAVED* YOU--

--YOU *CAN'T* BE--

EVERY TIME YOU HAVE THE DREAM, IT ALWAYS ENDS THE SAME. GWEN ALWAYS FALLS, AND YOU ALWAYS RACE TO SAVE HER.

YOU ALWAYS COME IN *SECOND.*

JUST LIKE ALWAYS. MAYBE IF YOU'D NEVER GOTTEN *INVOLVED*.

I *SAVED* YOU, HONEY...DON'T YOU *SEE?*

I SAVED YOU...

MAYBE IF YOU'D LET HER *FALL*, LET HER TAKE HER CHANCES IN THE WATER.

IT'S THE TERRIBLE BURDEN YOU'VE BEEN LIVING WITH ALL THESE YEARS--THE ONE THAT'S THREATENED TO PULL YOU UNDER SO MANY NIGHTS.

MAYBE YOU KILLED HER.

NO! OH, NO, NO, NO--

DON'T BE DEAD, GWEN-- I DON'T WANT YOU TO BE DEAD!

THEY'RE BECOMING *CLEARER* NOW-- THESE SILENT WITNESSES TO YOUR MEMORIES OF FAILURE.

YOU NEED TO GO TO THEM, TO FIND *COMFORT*. IF YOU CAN JUST *GO* TO THEM, EVERYTHING WILL BE OKAY, THE WAY IT *SHOULD* BE.

BUT FIRST, THERE'S ONE MORE INCIDENT THAT WEIGHS SO HEAVILY ON YOUR HEART.

FACE IT, PETE.

SHRTP

A-A SPIDER! I... BUT, SO? WHY IS IT... WHY IS... THAT... BUR... WAY??

SPIDER-MAN!

LIKE COSTUMED HEROES? CONFIDENTIALLY, WE IN THE COMIC MAG BUSINESS REFER TO THEM AS "LONG UNDERWEAR CHARACTERS"! AND, AS YOU KNOW, THEY'RE A DIME A DOZEN! BUT, WE THINK YOU MAY FIND OUR SPIDER-MAN JUST A BIT... DIFFERENT!

SAY GANG WE NEED ONE MORE GUY FOR THE DANCE! HOW ABOUT PETER PARKER OVER THERE?

ARE YOU KIDDIN'? THAT BOOKWORM WOULDN'T KNOW A CHA-CHA FROM A WALTZ!

PETER PARKER? HE'S MIDTOWN HIGH'S ONLY PROFESSIONAL WALLFLOWER!

STAN LEE and S. DITKO

ACCIDENTALLY ABS... TIC AMOUNT OF R... DYING INSECT, IN... BITES THE NEARE... AT THE SPLIT SEC... EBBS FROM ITS R...

I'LL THE FUGITIVE WHO RAN PAST ME! I HAD THE GOOD LUCK WHEN I HAD THE CHANCE!

THAT- THAT'S- OH NO! IT CAN'T BE!

THIEF! STO... IF HE MAKES E ELEVATOR, L GET AWAY!

IT'S WHAT MAKES YOU WHO YOU *ARE*...

OUT IN THE KITCHEN, A WARM SMELL OF COOKING. IT VAULTS YOU BACK TO CHILDHOOD-- A SAFER, LESS *CLUTTERED* TIME.

AUNT MAY'S PREPARING YOUR *FAVORITE*.

SEEMS LIKE EVERYTHING SHE EVER MAKES IS "YOUR FAVORITE". HER MEAT LOAF IS NOT THE BEST. YOU NEVER HAD THE HEART TO *TELL* HER.

SEPTEMBER

ALTHOUGH I MUST ADMIT I *DO* FEEL SO MUCH BETTER LATELY, DEAR! MOSTLY BECAUSE YOU AND MRS. WATSON TOOK SUCH GOOD CARE OF ME WHILE I WAS ILL!

NATURALLY! I COULDN'T TAKE A CHANCE OF EVER HAVING TO EAT SOME-ONE *ELSE'S* PANCAKES!

BECAUSE IT ALWAYS SEEMS WORTH THE *EATING*. THE TASTE OF IT ALWAYS TRANSPORTS YOU.

BACK TO *INNOCENCE*-- TO WHEN YOU WERE A SKINNY LITTLE GEEK WITH GLASSES.

BACK TO WHEN YOU STILL HAD UNCLE BEN.

THE MEMORIES OF THAT TIME ARE SIMPLE, LIKE A COMIC BOOK.

INFANCY... HIGH SCHOOL... COLLEGE DAYS... A SCIENCE LAB...

A SPIDER BITE. A RUSH OF UNIMAGINABLE ENERGY. AUNT MAY. UNCLE BEN.

PETER PARKER, SPIDER-MAN.

LIVE ONSTAGE

A MAN RUNS PAST YOU. DESPITE YOUR NEWFOUND POWERS, YOU DO NOTHING TO STOP HIM.

AND, ONE EVENING AS PETER PARKER RETURNS HOME FROM A PERSONAL APPEARANCE...

A POLICE CAR! IN FRONT OF OUR HOUSE! WHAT CAN BE WRONG??

UNCLE BEN, LYING ON THE STAIRS LIKE A DISCARDED MARIONETTE. HE WOULDN'T HAVE HARMED A *FLY*.

HUH?? *WHAT THE-- ???*

SURPRISED TO SEE ME?

YOU TRACK THE KILLER DOWN TO A WAREHOUSE.

IT'S THE SAME GUY YOU LET ESCAPE THE WEEK BEFORE.

AND THEN, THERE WERE *TWO*. JUST YOU, AND YOUR LOVING, *TRUSTING* AUNT.

YOU DID EVERYTHING YOU COULD TO HELP HER THROUGH IT. IT WAS THE ONLY WAY YOU COULD SHOVE ALL THAT GUILT ASIDE.

I... I DIDN'T *MEAN* TO, AUNT MAY. HOW WAS I TO *KNOW...?*

YOU CAN'T REMEMBER HOW MANY TIMES YOU CAUGHT HER CRYING FOR THE HUSBAND WHO'D BEEN TAKEN FROM HER. BUT YOU COULD NEVER *SAY* ANYTHING.

YOU WANTED TO CRY TOO, AND COMFORT HER, AND TELL HER IT WASN'T YOUR FAULT.

AND THAT WOULD HAVE BEEN A *LIE*.

HE DIED BECAUSE YOU WERE TOO SELFISH AND LAZY TO PREVENT IT. IT WAS YOUR FAULT, PETE.

AND AS SOON AS YOU ACCEPT IT, THAT'S WHEN YOU'LL BE FREE OF IT.

IT'S ALL BECOME CLEAR NOW. YOU CAN GO TO THEM. YOU'VE PAID THE PRICE.

GO TO THEM.

COME ON, THEN. COME AN' *GET* IT.

YES... THIS IS WHAT YOU'VE BEEN WAITING FOR--IT'S WHAT YOU *DESERVE*.

IT'S YOUR DREAM OF A SIMPLER TIME.

YOU'VE SNEERED AT MY PROWESS FOR THE *LAST TIME*, SPIDER-MAN!!

DON'T *BET* ON IT! YOU MISSED ME AGAIN!!

AN EASIER, UNCLUTTERED TIME.

UGH! NEVER *FELT* A PUNCH LIKE THAT BEFORE!! I'M REACTING LIKE ANY ORDINARY TEEN-AGER!!!

WHAT ARE YOU TRYING TO *DO*-- FRUSTRATE ME??? FIGHT BACK, DO YOU HEAR!! DON'T WATER DOWN MY VICTORY BY MAKING IT TOO EASY!

THAT BLASTED WEB! IT'S SPREAD OUT OVER MY GLASSES! I...I CAN'T SEE! CAN'T GET IT OFF! I'M NO LONGER ABLE TO SEE THE LOOMING FIGURE I CAN NO LONGER SEE AS I FLING MY ARMS FORWARD AND ZOOM AROUND ME! I'M WITH INCREDIBLE STRENGTH!

THIS IS WHERE YOU REALLY WANT TO BE.

SPIDER-MAN!!

WOW-EEEE! THIS SIDE HAS BLOCKING AS WELL AS HOLDING!!

LOUD-MOUTH! YOU'VE GOT THAT BACKWARDS. YOU'RE THE ONE WHO'S GOT A LOT TO LEARN!

HOLD IT, FELLA!! I'M ABOUT TO GIVE A LIFT!

HAW! IS THAT THE BEST YOU GUYS GOT? WHAT A BUNCHA MAROONS!

I GOTTA TELL YOU, BOYS, THIS IS TOO--

--IT'S TOO ***EASY***.

IT'S TIME FOR YOU TO *GO* NOW, PETEY.

BEAUTIFUL, BENEVOLENT SMILE. YOU NEVER REALLY TOLD HER, NOT *REALLY*.

I DON'T *WANT* TO. I WANT TO STAY HERE WITH *YOU*.

YOU CAN'T, SWEETIE. THIS ISN'T REAL. IT'S JUST THE WAY YOU *WANT* THINGS TO BE.

EXT

BUT *THAT'S* WHERE YOU'RE SUPPOSED TO BE-- IT'S WHERE YOU REALLY *ARE*.

TELL HER.

"I KNOW IT'S A BIG, CONVOLUTED MESS, PETEY-- BUT THAT'S WHAT YOU'VE *BECOME*."

BUT I DON'T *WANT* THAT. IT'S TOO MUCH.

I *LOST* YOU.

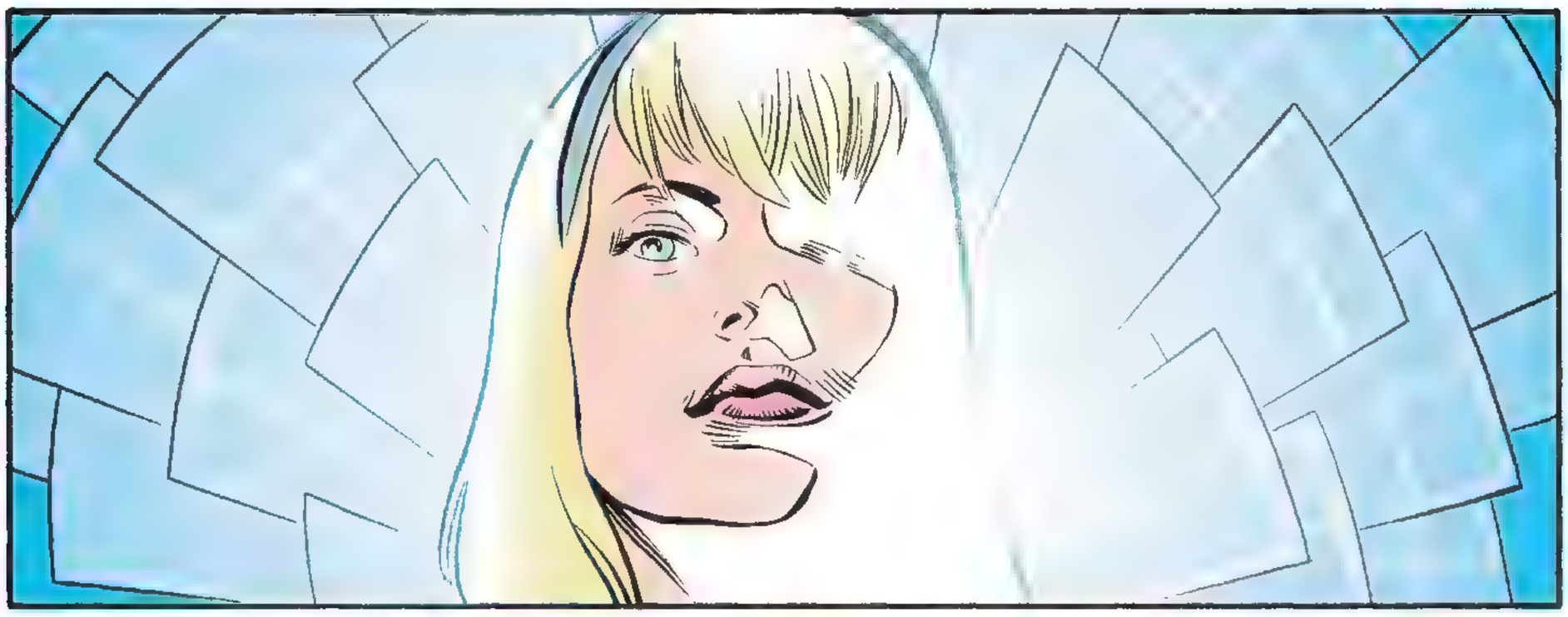
EXIT

BETTER TO HAVE LOVED AND *LOST*, SWEETPEA. BETTER TO HAVE LOVED AND LOST.

WHY CAN'T I STAY WITH *YOU*, GWEN?

YOU'RE *SLEEPING*.

YOU HAVE TO WAKE *UP* NOW...



"YOU HAVE TO WAKE *UP* NOW..

MARVEL COMICS®

WEBSPINNERS™ TALES OF SPIDER-MAN®

APPROVED BY THE COMICS CODE AUTHORITY

#13

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BLASTAAR™ -- THE LIVING BOMBURST!

DUSK™ -- THE OTHERWORLDLY AVENGER!

THE NEGATIVE ZONE™ -- CROSSROADS OF INFINITY!

AND SPIDEY™ IN AN ALL-NEW COSTUME? WHAT'S THE SINISTER THREAD RUNNING THROUGH THEM ALL?

MACKIE WEEKS CAMPANELLA

NOAN

60 YEARS OF SUPER HEROES

GATHER 'ROUND, CHILDREN. IT'S TIME FOR THE *TELLING*.

KEEPING THE MEMORIES IS WHAT KEEPS US ALIVE.

IT WAS THE TIME BEFORE ALL OF YOUR BORNING... A DARK TIME... A FRIGHTENING TIME.

A TIME IN WHICH WE ALL ALMOST FELL BEFORE THE *TYRANT*.

IT WAS THE TIME WHEN...

"...THE *MAD ONE* CALLING HIMSELF ***CARNAGE*** AND...

"...THE *SAD ONE* KNOWN AS ***SPIDER-MAN*** ON A WORLD *FAR* FROM HERE...

Flashback Presents

THE TIME BEFORE

HOWARD MACKIE & GRAHAM NOLAN Story & Art

SCOTT KOBLISH Inks

BENCHMARK Letters

MARK BERNARDO Colors

RALPH MACCHIO & BOB HARRAS Edits

"...CAME TOGETHER WITH THE *LOST HERO*, ***DUSK***, AND SAVED OUR WORLD FROM...

"...*BLASTAAR!*

"THE MAD ONE, TO EVERYONE'S SURPRISE, TURNED OUT TO BE THE UNWITTING SAVIOR OF US ALL.

"HIS NAME WAS ***CLETUS KASADY*** AND HE WAS A LIFE STEALER EVEN BEFORE THE ***ALIEN SYMBIOTE*** MERGED WITH HIS BODY.

"EVERYONE THOUGHT THEY COULD DO THE RELAXING WHEN HIS SYMBIOTIC OTHER WAS TAKEN AWAY FROM HIM, BUT...

"THEY COULD NOT KNOW THAT THE BOND, THE ***POWER,*** RAN AS DEEP WITHIN HIM AS DID HIS MADNESS.

"THE ALIEN LEFT BEHIND A BIT OF ITSELF, A BIT OF ITS POWER, AND ALL KASADY NEEDED TO RECLAIM IT WAS A CALLING.

"A CALLING WHICH CAME TO HIM NONE TOO SOON.

"HE FELT THE STIRRING AND HEARD A PHANTOM VOICE CRYING OUT TO HIM.

"AN ALIEN VOICE, REACHING OUT BEYOND AN IMMENSE RIFT IN TIME AND SPACE.

"A VOICE THAT KASADY KNEW HE'D HAVE TO ANSWER.

"NO ONE KNOWS IF THE SAD ONE HEARD THE SAME VOICE, BUT...

"HE, TOO, STIRRED ON THAT NIGHT.

"COULD HAVE BEEN THE SADNESS THAT KEPT HIM AWAKE, THE LOSS OF HIS TRUE LOVE, BUT AWAKE HE WAS AND OFF INTO THE NIGHT.

"LOOKING TO ESCAPE THE MEMORIES.

"LOOKING TO ESCAPE THE PAIN.

"AND NEITHER THE SAD ONE NOR THE MAD ONE KNEW THAT THEY WERE COMING TOGETHER TO SAVE US."

"THE *CALLING* WAS UPON THEM BOTH.

"AND THEIR DESTINIES BECAME INTERTWINED WITH OURS."

WOOOOOOOOO

Mick's ELECTRONIC REPAIRS

LI'S

PRISON BREAKS GETTING TO BE A HABIT.

THEY UNDER-ESTIMATE ME.

THINK JUST BECAUSE I DON'T HAVE MY OTHER... I'M *WEAK!*

BUT MY OTHER IS STILL WITH ME... STILL CALLING TO ME... WE'LL BE TOGETHER AGAIN... *SOON!*

STRONG AGAIN.. KILL AGAIN... *CARNAGE AGAIN!*

CALLING ME... CALLING ME... CALLING ME!

CAN FEEL IT IN MY HEAD... JUST LIKE I DID AFTER THE BUS ACCIDENT... SPIDER-MAN STOPPED ME THEN...

POLICE

*SEE *PETER PARKER #13.* --Ralf

THAT'S NOT GOING TO HAPPEN *AGAIN!*

Mick's ELECTRONIC REPAIR

SCREEEEEEECHHH

I'M HERE!

I CAN ALMOST TASTE MY OTHER.

IT'S *OVER, KASADY!*

YOU'RE GOING BACK!

NO.

I DON'T THINK SO.

FWAM

GIVE IT A REST, CLETUS.

I'M IN NO MOOD FOR YOU TODAY.

WHY CAN'T YOU JUST ACCEPT YOUR FATE.

YOUR *OTHER* IS GONE.

FOR GOOD.

NEVER COMING BACK TO YOU AGAIN.

AND I DON'T WANT TO SPEND A CAREER CHASING YOU EVERY TIME YOU BREAK OUT OF JAIL.

KRAAASH

THOUGH IT *DOES* TAKE MY MIND OFF OF OTHER THINGS.

KASADY! WHAT IS THIS THING? WHAT ARE YOU--?!

DON'T KNOW. DON'T CARE.

I'M BEING CALLED BY SOMETHING FROM THE OTHER SIDE.

YOU COMING ALONG OR *NOT*, SPIDER-MAN?

OOPS! GUESS YOU NO LONGER HAVE A *CHOICE!*

WHAT THE--?

SOMETHING FAMILIAR, SO...

...I'M *GONE!*

Mick's ELECTRONIC REPAIR

DIDN'T THE GETAWAY VAN DRIVE DOWN *THIS* ALLEY?

POLICE

"THE KASADY AND THE SPIDER-MAN DID THE FALLING THROUGH THE PLACE *IN BETWEEN*.

"THE PLACE THAT BROUGHT THEM TO *HIM* AND THEN TO *US!*"

OH, MAN! THE *DISTORTION AREA?!!*

I DON'T *WANT* TO GO TO THE *NEGATIVE ZONE*, KASADY!

THEN AGAIN...

...WITH THIS WEIRD ENERGY STORM RIPPING THROUGH HERE...

...MAYBE I *WON'T!*

WE ALL HAVE TO DIE SOME-TIME... RIGHT, CLETUS?

KASADY?

WONDERFUL! I *LOST* HIM!

...IT'S NEVER BEEN LIKE THIS!

SOMETHING IS THROWING THIS WHOLE SCREWY PLACE OUT OF WHACK.

YOU KNOW WHAT...?

I DON'T *CARE!*

WHAT IS GOING *ON* HERE?

I'VE PASSED THROUGH THE DISTORTION FIELD TO THE NEGATIVE ZONE BEFORE AND, WHILE IT'S NEVER BEEN THE EASIEST TRIP...

IT'S NOT LIKE I COULD DO ANYTHING ABOUT IT ANYWAY.

NOT LIKE I CAN DO MUCH ABOUT *ANYTHING* THESE DAYS.

MIGHT AS WELL JUST GO ALONG FOR THE RIDE AND LET WHAT HAPPENS HAPPEN--

WHOA! THAT THING... THAT MAELSTROM... IT'S THE CAUSE OF ALL THAT'S GOING ON HERE. SOMEHOW I *KNOW* THAT... BUT HOW?

IT'S ALSO THE KEY TO MY SURVIVAL--

ARGH!

IMAGES SWIMMING THROUGH MY HEAD...

LORD TYGER... LADY VERMIN...

KNIGHTS OF WUNDAGORE... THE HIGH EVOLUTIONARY...

BESTIALS... THE MACHINE MEN... CHASING... CHASING... CHASING...

...ME?

HOW IS THAT POSSIBLE? WHAT AM I SEEING?

THIS *COSTUME!* WHERE DID IT COME FROM*?

SOMETHING ABOUT IT FEELS SOMEHOW SO FAMILIAR... SO POWERFUL, BUT HOW? WHAT THE HECK IS GOING ON HERE--?!!

WAIT A MINUTE! IS THAT KASADY FALLING INTO THE MAELSTROM?

WONDERFUL! NOW I'M GOING TO HAVE TO RISK MY LIFE TO SAVE AN INSANE SERIAL KILLER WHO WOULD JUST AS SOON SEE *ME* DEAD!

SOMETIMES MY LIFE REALLY STINKS!

*FOR THE ANSWERS TO ALL THESE QUESTIONS... SEE ***SPIDER-MAN UNLIMITED*** #1.-- Plug-happy Ralf

AT LEAST THAT'S A LITTLE MORE *TYPICAL* OF MY EXISTENCE!

LET'S SEE IF THIS COSTUME CAN DO AS MUCH AS I *THINK* IT CAN!

AND IT *DOES!*

SO... SOMEHOW I DISCOVER A SPECIAL COSTUME, WITH A CURIOUS *SPIDER* MOTIF ON IT... IN A PLACE BETWEEN DIMENSIONS AND I INSTANTLY HAVE FULL KNOWLEDGE OF HOW TO OPERATE IT...

WHY DOESN'T THAT MAKE ME FEEL SO GREAT?

OH YEAH... BECAUSE THAT'S HOW *VENOM* WAS CREATED!

ALIEN WORLD... OTHER-DIMENSIONAL WORLD... TURNS OUT TO BE A SYMBIOTIC LIFE FORM!

I *NEED* THIS!

GOT YOU!

NOW JUST HOLD ON, BECAUSE...

IT'S *NOT* KASADY!

OKAY SO NOW I'M RISKING MY LIFE FOR A TOTAL STRANGER!

I THINK SOMETHING'S HAPPENING!

I HOPE THAT WAS ***YOU*** WHO BROUGHT US HERE, BECAUSE IF IT HAD ***ANYTHING*** TO DO WITH THE COSTUME...

...I'M STRIPPING DOWN TO MY BOXERS RIGHT NOW! AND, TRUST ME, IT AIN'T A PRETTY SIGHT!

NOW... WHERE ***ARE*** WE?

WHO ***DARES?!!!***

Uh-Oh.

WHO DARES DISRUPT THE INVASION OF ***BLASTAAR-- THE LIVING BOMBBURST ?!!***

TO ME ***NOW,*** MY LACKEYS!

THESE MACHINES YOU HAVE CREATED WERE TO AMPLIFY MY OWN ENERGIES AND CREATE A RIFT LARGE ENOUGH FOR ME TO MARCH MY ARMIES ACROSS THE DISTORTION FIELD AND INTO THE REALM CALLED ***EARTH!***

AND NOW... THERE IS ***NOTHING!***

YES, YOUR MAJESTY, WE ARE JUST NOW RECALIBRATING THE MACHINES IN AN ENDEAVOR TO LEARN WHAT WENT WRONG--

FOOL!

I ***KNOW*** WHAT ***WENT*** WRONG WITH MY PLANNED INVASION!

THEM!

WAIT! I KNOW THIS ONE! I HAVE SEEN HIM BEFORE!*

WHO ME? NAH! I'VE JUST GOT ONE OF THOSE FACES THAT--

*SPIDEY AND DUSK MET BLASTY IN ***PETER PARKER*** #90. --Recallin' Ralph

HE MEANS *ME*.

OH... I *KNEW* THAT!

YOU!

IT IS *YOU!*

DID I NOT HAVE HIM CAST INTO THE DISTORTION FIELD TO BE RID OF HIM AND HIS REBELS?

YES... YOUR MAJESTY... BUT WE COULD NOT KNOW THAT HE COULD POSSIBLY... *Er...* SURVIVE...

I BELIEVE IT WAS MY *PREDECESSOR'S* FAULT!

PLEASE... HELP ME ESCAPE... I AM TOO WEAK... HE WILL *KILL* US BOTH!

YUP. I THINK YOU'VE GOT THAT ONE RIGHT!

BA-BOOM

DON'T TAKE THIS PERSONALLY, BUT... I DON'T THINK HE LIKES YOU VERY MUCH.

NOW, YOU'RE GOING TO HAVE TO FORGIVE ME, BUT...

...I HAVE *NO* IDEA WHERE I'M GOING TO!

YOU WANT TO GIVE ME A CLUE HERE?

AND SOMETIME *SOON* WOULD BE GOOD!

NO... WE CANNOT JUST *RUN!*

BLASTAAR WILL DESTROY THIS CITY TO FIND US. WE *MUST* MAKE SURE THAT NONE OF MY PEOPLE ARE LEFT HERE.

OKAY... I *KNEW* THAT!

JUST TESTING TO MAKE SURE YOU WERE ONE OF THE *GOOD* GUYS!

YOU... COME HERE!

WHERE ARE THE PEOPLE WHO LIVE IN THIS CITY?

BRA

KOOM

I... DO NOT KNOW... WHEN WE TOOK CONTROL... THEY FLED... THEY--

GOOD ENOUGH!

INCOMPETENT *FOOLS!*

BRING ME THEIR *HEADS*...

...OR I WILL HAVE ALL OF YOURS IN THEIR PLACE!

YEAH... I DEFINITELY THINK HE DOESN'T LIKE YOU.

DO YOU OWE HIM MONEY OR SOMETHING?

"AND *THAT* WAS WHEN WE RECEIVED OUR FIRST REAL TASTING OF THE TYRANT'S POWER...

"...OF HIS RAGE. HE CAME TO OUR WORLD ON A MISSION OF CONQUEST AND BLASTAAR IS THE MOST FEARED CONQUEROR IN THE COSMOS.

"THE CITY WAS THE CENTER OF THE GOVERNING OF OUR RACE FOR EONS.

A JEWEL IN OUR UNIVERSE. A PLACE OF LEARNING... A PLACE OF PEACE.

"AND IN MOMENTS IT BECAME RUBBLE AT THE TYRANT'S AWESOME, EXPLOSIVE HANDS.

"LITTLE DID WE KNOW THAT IT WAS THE LEAST OF THE DAMAGE HE WOULD INFLICT UPON US."

WE MUST GO. NOW.

IF YOU HELP ME... I'LL SHOW YOU THE WAY.

BUT THE CITY? HE'LL--!

IT IS A PLACE OF BRICK AND MORTAR.

ANY-THING CAN BE REBUILT.

IF THE *PEOPLE* SURVIVE.

HERE. BENEATH THIS GRATE.

THESE TUNNELS HAVE BEEN A SECRET AMONGST OUR PEOPLE SINCE THE EARLIEST DAYS.

THERE IS NO RECORD OF THEM. BLASTAAR WILL NEVER FIND THEM.

THIS IS THE PLACE TO WHICH THEY WOULD HAVE FLED.

IT IS HIM.

HE HAS RETURNED.

THE TELLINGS TOLD TRUE.

HE WILL LIBERATE US ALL.

HIM.

WE HAVE BEEN PROTECTING THIS FOR YOU.

THANK YOU, MY FRIENDS.

IT IS TIME FOR THIS REBELLION TO RENEW ITSELF. IT IS TIME FOR THE CARNAGE TO END. WILL YOU JOIN US, MY FRIEND?

SURE, *Er...*

...DUSK?

DUSK!

DUSK!

DUSK!

DUSK!

"BUT THE LIFE TAKING DIDN'T END THAT DAY.

"THE TYRANT WAS DOING THE RAGING.

"AND THEN... THE WORST OF THE WORST HAPPENED...

"THE MAD ONE CAME TO THE TYRANT.

"IT WAS THE BEGINNING OF THE SADDENING."

TO BE CONTINUED NEXT ISSUE...

MARVEL COMICS®

#14

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WEBSPINNERS™ TALES OF SPIDER-MAN®

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COME, CHILDREN, COME.

THE *FALLING* WILL END.

BUT *WHY* DOES IT HAPPEN, *TELLER?* WHY DOES THE SKY FALL SO OFTEN?

THE SKY IS NOT REALLY FALLING, YOUNG ONE.

THE STARS ARE SIMPLY RIGHTING THEMSELVES, SETTING RIGHT THE HEAVENS WHICH WERE DISTURBED BY THE EVIL TYRANT BEFORE THE HEROES RETURNED.

WE HAVE TIME BEFORE THIS FALLING ENDS. TIME FOR A TELLING.

LISTEN NOW, CHILDREN, TO A TALE OF THE DARKEST OF TIMES.

A TIME BEFORE *ANY* OF YOU WERE BORN. A TIME IN WHICH OUR WORLD HAD A TWIN WHICH HUNG IN THE SKY ABOVE. BUT *THAT* WAS BEFORE...

THAT WAS THE TIME *BEFORE* THE COMING OF *BLASTAAR!*

Fleetway Presents

THE TIME BEFORE

"HIS WAS A GREAT AND TERRIBLE POWER.

"A POWER WHICH MADE A UNIVERSE TREMBLE BEFORE HIS CONQUERING ARMIES.

"WHEN HE MET RESISTANCE ON OUR WORLD AND ITS TWIN...

"... HE TURNED HIS POWER TOWARD DESTROYING US. IF HE COULD NOT CONQUER US... HE WOULD WIPE OUR PEOPLE FROM THE ALL-MEMORY.

"IN THIS HE WOULD HAVE SUCCEEDED SAVE FOR THE HEROES."

HOWARD MACKIE/ GRAHAM NOLAN/SCOTT KOBLISH
Story and Art

BENCHMARK Lettering

MARK BERNARDO Colorist

RALPH MACCHIO Editor

BOB HARRAS Editor in Chief

WELL DONE! WELL DONE, MY LORD *BLASTAAR!*

VERY TRUE. VERY TRUE. SUCH AN *IMPRESSIVE* DISPLAY OF POWER.

THAT...

WAP

...HURT!

YES, MY LORD. WE KNEW THAT THERE WOULD BE *SOME* DEGREE OF DISCOMFORT INVOLVED, BUT IT IS WELL WORTH IT TO FINALLY BE RID OF THE REBELS' CAMPS ON THE PLANET AND BE ABLE TO CONTINUE WITH YOUR PLANS OF INTERDIMENSIONAL CONQUEST.

DO YOU NOT AGREE?

OH, *BLASTAAR!*

WHO DARES?

THE *OFF-WORLDER!* THE ONE KNOWN AS *KASADY*.

THAT'S ME.

SEEMS THERE'S A BIT OF A PROBLEM WITH YOUR MILITARY INTELLIGENCE, YOUR BIGNESS.

I FOUND THIS *MESSENGER* SKULKING ABOUT. SEEMS HE WAS AFRAID TO REPORT TO YOU, BUT I PERSUADED HIM TO SEE THE ERROR OF HIS WAYS.

WHAT IS IT?

THE REBELS... THEY... THEY... EVACUATED THE PLANET BEFORE IT WAS DESTROYED.

WHAT?

I ASSURE YOU, YOUR MAJESTY, THERE IS SOME MISTAKE. IT IS *IMPOSSIBLE--*

GENERAL NIM, YOU ARE NO LONGER IN CHARGE OF MY ARMIES.

FRAKOOM

OFF-WORLDER, FIND THE REBELS. DESTROY THEM. CAN YOU DO THIS THING?

OH YEAH... WITH PLEASURE... BUT FIRST I'VE GOT TO TAKE SOME TROOPS ON A SIDE TRIP... I'VE BEEN HAVING A NAGGING SENSATION IN THE BACK OF MY EYEBALLS EVER SINCE I GOT ON THIS WORLD.

YOU KNOW... I REALLY ONLY HAVE ONE QUESTION...

...WHAT DO WE DO NOW?

EXACTLY HOW DO WE HIDE AND PROTECT THE ENTIRE POPULATION OF THIS PLANET FROM BLASTAAR'S ARMIES, ***DUSK***...

IT WILL NOT BE EASY, OFF-WORLDER.

YOU CAN CALL ME ***SPIDER-MAN***.

YOU DO REALIZE THAT THESE PEOPLE ARE SITTING DUCKS HERE, RIGHT?

I DO NOT KNOW WHAT THESE DUCKS ARE, BUT...

...I DO KNOW THAT MY PEOPLE CANNOT HIDE HERE FOR LONG.

WE MUST TAKE THE FIGHT TO THE TYRANT HIMSELF.

WHEN YOU SAY WE...

I ASSUME YOU WILL JOIN ME IN MY QUEST, SPIDER-MAN.

IT *WAS* YOU WHO RESCUED ME FROM MY EXILE IN THAT WHICH YOU CALL THE DISTORTION FIELD.*

WELL... I WAS THERE, CHASING KASSADY AFTER HE ESCAPED FROM PRISON AND ALL.

SPEAKING OF KASADY... I WONDER WHAT HAPPENED TO HIM?

*SEE LAST ISSUE. --Distorted Ralph

OKAY, DUSK, SO WHAT'S THE PLAN?

FRA KOOM

WHOA!

OTHER THAN STAYING *ALIVE* THAT IS?!

BLASTAAR'S HARRIER DROIDS!

WE'VE GOT TO DESTROY THEM BEFORE THEY CAN REPORT THE LOCATION OF MY PEOPLE BACK TO BLASTAAR!

SURE... NOT A PROBLEM!

IT'S NOT LIKE I'M WORRIED ABOUT RIPPING THIS NEW COSTUME I FOUND IN THE DISTORTION FIELD OR ANY-THING!

TIME FOR STEALTH.

THOUGH IT *IS* KIND OF COOL! LETS ME RUN FASTER, JUMP HIGHER AND I SEEM TO BE ABLE TO *FLY!*

HOW COOL IS *THAT?*

?

DO NOT WORRY, MY FRIEND.

I HAVE NOT DESERTED YOU.

BUT I AM A CREATURE OF THE SHADOWS.

I DRAW MY STRENGTH FROM THE DARKNESS.

VERY COOL.

PERSONALLY... I DRAW MY STRENGTH FROM A JELLY DOUGHNUT AND A CUP OF COFFEE!

I BELIEVE WE WERE FAST ENOUGH. THE DROIDS WOULD NOT HAVE HAD TIME TO TRANSMIT OUR LOCATION TO BLASTAAR'S ARMY.

BUT IT IS ONLY A MATTER OF TIME BEFORE HE DISCOVERS MY PEOPLE. THEY CANNOT HIDE FOREVER.

WE MUST TAKE THE FIGHT TO HIM... ***NOW***.

WE WILL MOST LIKELY DIE.

WILL YOU JOIN ME?

SURE.

I HAVE LITTLE CHANCE OF GETTING BACK HOME AND...

...RECENTLY I LOST MY ***MAIN*** REASON TO LIVE.*

*SEE AMAZING SPIDER-MAN #12. --Sad Ralph

ELSEWHERE...

I CAN *HEAR* YOU.

CAN FEEL YOUR VOICE IN MY HEAD.

I'M COMING.

I'M HERE.

YOU ARE ONE OF *THEM*.

ONE OF THE *OTHERS!*

ONE OF THE *SYMBIOTES* THAT TURNED BROCK INTO *VENOM* AND *ME* INTO *CARNAGE!!*

YOU... YOUR VOICE... IS WHAT DREW ME HERE.

I WILL FREE YOU.

WE WILL BE *ONE!*

WE WILL BE...

...CARNAGE AGAIN!

MEANWHILE...

INTRUDER ALERT IN VECTOR ALPHA 12.

HELLO, GENTS!

I WAS WONDERING IF YOU COULD POINT THE WAY TO POUGHKEEPSIE?

UNAUTHORIZED ENTRY INTO DEFENSE PERIMETER. EX--

KRAK

"EX" *ANYTHING* JUST SOUNDS DOWNRIGHT UNFRIENDLY.

NOW WHAT DUSK?

NOW WE HURRY.

I DO NOT KNOW WHY, BUT...

...I SENSE GREAT DANGER.

A SHORT TIME LATER...

THERE YOU GO, YOUR MAJESTY, ALL HOOKED UP AND COMFORTABLE.

THIS TIME, I ASSURE YOU, THERE SHALL BE *NO* PAIN.

WE HOPE!

BEGIN.

YES! I CAN FEEL THE LIFE FORCE BEING DRAINED FROM ME.

THE MACHINE IS FOCUSING AND AMPLIFYING MY POWERS.

THAT IS CORRECT, GREAT ONE.

NOW YOU MUST CONCENTRATE YOUR POWERS TOWARD THE RIFT WHICH WE ARE OPENING INTO THE DISTORTION FIELD.

TIMING IS OF THE ESSENCE.

OUR CALCULATIONS HAVE SHOWN THAT WE WILL BE ABLE TO BYPASS THE DISTORTION FIELD AND CARRY YOUR ARMY STRAIGHT TO THE PLANET KNOWN AS EARTH.. JUST AS THIS PLANET COLLAPSES AND IMPLODES FROM THE MASSIVE DRAIN OF ITS INTRINSIC ENERGIES.

YES! YES! *YES!*

IT WILL ALL BE MINE!

YOU'RE *DREAMING*, BLASTAAR!

IF YOU THINK I'M GOING TO LET YOU DESTROY AN ENTIRE WORLD AND ITS INHABITANTS...

WE *MUST* HURRY, SPIDER-MAN!

ALREADY HIS POWERS ARE UNLEASHING CATACLYSMIC FORCES UPON THIS WORLD. IT WILL NOT LAST MUCH LONGER.

WHAT'S YOUR HURRY, SPIDER-MAN?

DON'T YOU HAVE TIME TO PLAY WITH AN OLD FRIEND?

YOU AND I HAVE SO MUCH TO CATCH UP WITH.

KASADY... HOW?

YOU KNOW WHAT... I DON'T EVEN CARE.

THE STUFF BETWEEN YOU AND ME HAS NO PLACE IN ALL THIS... HOW EITHER ONE OF US WOUND UP WITH NEW COSTUMES HAS NO PLACE IN ALL THIS.

YOU JUST DON'T UNDERSTAND WHAT IS AT STAKE HERE.

OH... BUT I DO!

MORE THAN YOU WILL EVER UNDERSTAND.

CARRY ON, BLASTAAR!

I'M ANXIOUSLY AWAITING LEADING YOUR ARMIES TO *VICTORY* AGAINST THE EARTH!

IT... IS... WORKING! I CAN SEE... EARTH!

BLASTAAR... YOU DO NOT WANT TO DO THIS THING.

THINK. WHY IS IT THAT THIS BACKWATER PLANET HAS NEVER BEEN ABLE TO BE CONQUERED?

WHY HAS IT ALWAYS BEEN SO DESIRABLE TO SO MANY CONQUERORS AND YET THEY HAVE NEVER TAKEN IT?

WE SIT AT THE NEXUS OF REALITIES... CLOSE TO THE DISTORTION FIELD AND TO COUNTLESS OTHER UNIVERSES.

THIS GIVES US DESIRABILTY, BUT IT ALSO PROTECTS US.

IF THIS PLANET IS DESTROYED SO TOO WILL THE NEGATIVE ZONE, THE DISTORTION FIELD, AND COUNTLESS OTHER REALMS.

REALITY WILL CEASE TO EXIST.

THERE WILL BE ***NOTHING*** LEFT FOR YOU TO CONQUER.

SCIENTISTS! IS THIS TRUE?

WELL... *Er*... IT COULD... THERE HAVE BEEN SOME STUDIES TO PROVE... BUT THEY WERE QUITE IN-CONCLUSIVE AND...

...MAYBE?

TURN OFF THE MACHINE.

YES, SIR.

RIGHT AWAY, SIR.

THAT WAS CLOSE!

STILL... I WOULD HAVE LIKED TO HAVE SEEN WHAT HAPPENED!

NO!

HOW COULD YOU DO THIS, BLASTAAR!

YOU WERE MY IDOL!

AS KASADY AND LATER AS CARNAGE I WAS ONLY ABLE TO KILL ONE PERSON AT A TIME.

BUT *YOU!* YOU SHOWED ME THE GLORIES... OPENED ME TO THE POSSIBILITIES...TO WHOLESALE SLAUGHTER... MILLIONS, ***BILLIONS, TRILLIONS*** OF PEOPLE DYING IN ONE FELL SWOOP!

HOW MUCH BETTER COULD IT BE?

I'M NOT GOING TO LET YOU BACK OUT NOW.

ARRRRGH!

HURTS... DOES IT?

GOOD.

I... WILL... KILL... YOU!

NOT IF I KILL YOU FIRST!

WILL REALITY *REALLY* CEASE TO EXIST IF THIS PLANET IS DESTROYED?

IT *WILL* FOR THOSE LIVING HERE.

THAT'S WHAT I THOUGHT. YOU WERE *BLUFFING*.

I *LIKE* THAT.

I'M GOING TO TRY AND FORCE THEM INTO THE DISTORTION FIELD.

WHATEVER HAPPENS... IT SHOULD CONTAIN THE BLAST.

BUT YOU WILL BE KILLED.

A DISTINCT POSSIBILITY. AND IF I *DON'T* DO SOMETHING... I *DEFINITELY* WILL BE DEAD!

BYE.

I DON'T KNOW *WHAT* I WAS THINKING EARLIER.

SURE, MARY JANE IS GONE, BUT I DON'T *BELIEVE* SHE IS *REALLY* DEAD.

I'VE GOT TO FIGHT TO STAY ALIVE.

I'VE GOT TO...

...STAY...

...ALIVE!

"AND THAT IS THE TELLING, CHILDREN.

"OF HOW THE MAN-SPIDER SAVED OUR WORLD AND DISAPPEARED FOR ALL TIME.

"HE TOOK THE BAD MAN AND THE TYRANT WITH HIM AND LEFT THE HERO TO RULE OVER US AND REBUILD OUR WORLD.

"WE DON'T KNOW IF THE MAN-SPIDER SURVIVED THE TRIP BACK TO HIS OWN PLANET, BUT... IF HE DID...

"WE KNOW HE MUST HAVE A PLACE IN ITS HALL OF HEROES."

THE END.

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WEBSPINNERS™ TALES OF SPIDER-MAN®

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#15

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FROM the NIGHT SKY--

--COMES the VULTURE!™

TYLER LAROSA

IT'S A SIMPLE PLAN:

USING STOLEN INSURANCE INFORMATION, IDENTIFY THE TEN BEST PRIVATELY HELD PIECES OF JEWELRY IN MANHATTAN...

...CAUSE SOME LOCALIZED POWER OUTAGES IN STRATEGIC SPOTS...

..."ACQUIRE" AS MANY OF THE PIECES AS YOU CAN BEFORE DAWN.

AND HEAD TO EUROPE RICH ENOUGH TO SPEND THE REST OF YOUR LIFE IN WHATEVER MANNER YOU CHOOSE.

A SIMPLE PLAN.

IF YOU CAN FLY.

IF YOU'VE GOT A TALENT FOR BUILDING ELECTRO-MAGNETIC GIZMOS...

...AND **IF** YOU'VE GOT **NO** SENTIMENTAL FEELINGS FOR NEW YORK WHATSOEVER.

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BLACKOUT

Stan Lee presents: RURIK TYLER- Writer & Penciler BUD LaROSA_Inker John Kalisz- Colors Benchmark- Letters Ralph Macchio- Editor B.Harras- Ed. in Chief

ADRIAN TOOMES, THE MAN KNOWN AS THE **VULTURE,** HAS MANY FEELINGS FOR HIS HOME TOWN OF NEW YORK.

NONE OF THEM ARE SENTIMENTAL.

A TOWN THAT SAYS A MAN'S LIFE'S WORK CAN BE STOLEN BY HIS BUSINESS PARTNER AS LONG AS THE PAPER-WORK IS IN ORDER. THAT HAPPENED TO TOOMES.

A TOWN THAT SAYS THE MEEK AND THE TRUSTING DESERVE THE HORRORS THAT BEFALL THEM.

A TOWN THAT SAYS THE WORLD BELONGS TO THE BOLD AND THE BRAZEN.

ADRIAN TOOMES HAS LEARNED HIS LESSONS WELL SINCE HE FIRST BECAME THE VULTURE TO GET REVENGE ON HIS FORMER PARTNERS.

TONIGHT...

...HE WILL TEACH.

ARCHIBALD! WE'VE HAD AN OUTAGE!

I'M IN THE PANTRY DARLING. I'M GETTING A TORCH. ARE YOU ALL RIGHT? DO YOU NEED YOUR MEDICINES?

ARCHIBALD?

ARCHIBALD--SPEAK TO ME.

I DON'T LIKE IT HERE--IN THE DARK.

WHAT...

WHAT WAS THAT?

ARCHIBALD, I HEARD SOME-THING...

AAAAAAAHHHH!!!

THERE'S SOMETHING HERE!

IT FLEW BY!

SOMETHING...

AN ANIMAL...

BIG...

ARCHIBALD!

ARCHIBALD! THE WINDOW-- IT'S RIGHT OUTSIDE THE WINDOW!

THUT

IT'S A MAN!

HE'S TRYING TO GET IN!

ALL RIGHT. ALL RIGHT.

WHAT DO WE DO? WHAT DO WE DO?

IT'S ALL RIGHT KITTEN. I'M HERE.

GET BEHIND ME.

BLAM

ARCHIBALD!!

OOOO-OO-- DID YOU GET HIM?

YES, VERY LIKELY. THERE'S NO MOVEMENT. NO SOUND...

KRASH

OH, NO.

HE'S HERE! HE'S IN THE HOUSE!

OH, LORD...

OH, LORD... WHO ARE YOU? WHAT-- WHAT DO YOU WANT?

OH, INTRODUCTIONS, EH? FINE. VERY WELL. *YOU* ARE MRS. PIERCE, CORRECT? AS FOR WHO *I* AM...LET'S SEE.

I'M CADAVEROUSLY THIN... DRESS IN GREEN, AND WHEN *I* VISIT YOUR HOUSE I DON'T LEAVE THINGS, I TAKE THEM.

I'M THE OPPOSITE OF SANTA--

I'M THE *ANTI-CLAUS!*

AS FOR WHAT I WANT...

I WANT YOUR WEDDING GIFT MRS. PIERCE.

I WANT THE *"HEAVENS OF APHRODITE."*

YOU DO REMEMBER THE PIECE, YES? EIGHTY DIAMONDS SET IN ROPES OF GOLD?

YOU... YOU...

NNG...*GGH!* YOU PIECE OF FILTH-- IF I COULD BE YOUNG FOR JUST A DAY I'D...

AH-- AN ISLAND OF YOUTH IN ONE'S DOTAGE.

HIGHLY OVERRATED I'M AFRAID. TAKE IT FROM ONE WHO KNOWS.

AND NOW MRS. PIERCE IT APPEARS YOU HAVE A CHOICE TO MAKE.

ARCHIBALD SEEMS ON THE VERGE OF CARDIAC ARREST, AND THE STREETS ARE IN CHAOS. GETTING MEDICAL ATTENTION WILL BE DIFFICULT.

WILL YOU CLING TO THE *RELICS* OF YOUR MARRIAGE-- OR THE MARRIAGE ITSELF?

WHERE IS YOUR LOVELY WEDDING GIFT?

TH-THE SAFE.

YOU WON'T HURT US WILL YOU?

I HOPE NOT TO.

I SINCERELY HOPE NOT TO.

ADRIAN TOOMES SMILES AS HE HEARS THE SOUNDS OF TUMBLERS FALLING DEEP WITHIN THE MECHANISMS OF THE SAFE.

IT'S SO EASY.

IT DOESN'T BOTHER HIM THAT HE HAS REDUCED A MAN TO AN INVALID--

--OR THAT HE HAS ASSURED THAT A WOMAN WILL NEVER FEEL SAFE IN HER HOME AGAIN.

NOTHING BOTHERS HIM.

HE'S GOT 2.3 MILLION IN THE BAG.

LET NEW YORK CHOKE ON THAT!

YOU THINK THAT BY STRAINING THE MUSCLE GROUPINGS OF YOUR NECK, YOU CAN STOP AN IRON BAR FROM CRUSHING YOUR LARYNX.

YOU'LL HAVE TO PROVE IT.

YOU THINK THAT YOU'RE A GOOD PERSON-- A HERO.

YOU THINK YOU ARE NOT THE KIND OF PERSON WHO WOULD TURN THEIR BACK ON SOMEONE IN NEED.

EXCEPT ONE DAY YOU DID.

ONE DAY YOU LET A ROBBER GO FREE WHOM YOU COULD HAVE STOPPED, AND HE RETURNED TO ROB AND TAKE THE LIFE OF THE MAN WHO RAISED YOU.

YOUR DEAR UNCLE BEN, WHO DESERVED SO MUCH BETTER.

YOUR BODY POSSESSES SEVERAL UNIQUE POWERS DUE TO A BITE YOU RECEIVED FROM AN IRRADIATED SPIDER, AND THROUGH YOUR EFFORTS THEIR MANIFESTATIONS ARE NOT BIZARRE BUT AMAZING.

NOW YOU USE THOSE GREAT POWERS TO INTERCEDE-- IN THE DARK PLACES WHERE THE RUTHLESS PREY UPON THE WEAK.

BECAUSE YOU THINK THAT YOU'RE A GOOD PERSON-- A HERO.

YOU THINK THAT YOUR FAILINGS ON THAT LONG AGO DAY WERE JUST A MOMENTARY LAPSE, THAT YOUR UNCLE TAUGHT YOU BETTER, AND THAT YOU WERE WORTHY OF HIS TEACHINGS-- OF HIS LOVE.

YOU'LL WALK THROUGH FIRE TO PROVE IT.

PLEASE...

THE NEXT TIME YOU'RE OUT SHOP-LIFTING...

...GET SOME BREATH MINTS! SHEESH!

I MEAN, WHAT'S THE RECORD FOR GARLIC WEDGED IN YOUR TEETH--FIVE WEEKS?

AAAAAH!

YOU THINK MANY THINGS ARE POSSIBLE...

IT IS POSSIBLE TO LAUNCH A 300 POUND MAN INTO THE AIR WITH A THRUST OF YOUR LEG.

RRRRRRRR

IT IS POSSIBLE TO LEAP FROM THE PATH OF AN ONCOMING CAR.

COME ON! WASTE THAT CHUMP!

THWAP

IT IS POSSIBLE TO DEFY THE EXPECTATIONS OF YOUR ENEMIES.

SPLITT

HEY! WHAT IS THAT!

DID YOU GET HIM? DON'T PLAY NO GAMES! YOU GOTTA TAKE 'IM OUT!

PLEASE. PLEASE. JUST TAKE THE CAR.

WE TOOK THE CAR.

WHERE'S THE RED GUY? WHO SEES HIM?

GET THAT CAR OVER TO ME!

YO! I AINT HOLDIN' MONEYBOY ALL DAY. IF HE GETS MURDERED IT'S GONNA BE YOUR FAULT.

IT IS POSSIBLE TO PICK A SPOT WHERE YOU CAN DROP UPON YOUR ENEMIES...

...STRIKE...

SLAM

...AND A SPLIT SECOND LATER, BE SOMEWHERE ELSE.

DAG! YOU SEE THAT? HE TOOK OUT MOOK LIKE A WRECKIN' BALL!

SHUT UP AND GET THIS CAR MOVING.

HEEEAVE... HEEEAVE...

WHAT ABOUT THE DUDE'S OFFICE?

FORGET IT. LET'S JUST TAKE THE CAR.

WHAT ABOUT MOOK?

WHAT ABOUT HIM? HE WANTS TO LEAVE, LET HIM GET UP AND WALK.

GET GOING! FIND MONEYBOY-- WE'RE GOING TO HAVE TO RUN HIM DOWN.

COSTUME GUYS CAN'T TESTIFY...

AND NEITHER CAN DEAD GUYS.

IT IS POSSIBLE...

...TO CHOOSE TO BE WHERE YOUR ENEMY WILL NOT LOOK...

IF THE COPS CATCH MOOK-- HE'LL TESTIFY.

GOOD POINT. RUN HIM DOWN, TOO.

...AND TO ATTACK HIM IN WAYS HE HAS NO DEFENSES FOR.

AHHH! HE'S DOING IT AGAIN.

IT IS POSSIBLE EVEN TO CAPTURE A CAR-- IF YOU PICK THE ANGLES RIGHT.

IF YOU MOVE BOLDLY.

DRIVE THE CAR! DRIVE THE CAR!

IF YOU MOVE WITH GREAT AGILITY...

I CAN'T! IT WON'T GO!

...GREAT DEXTERITY...

BACK IT UP!

...AND A STEADY SENSE OF PURPOSE.

THAT'S RIGHT CHUCKLEHEADS-- IT WON'T GO! NOT AFTER I FINISH THIS. YOU'LL BE WRAPPED NICE AND TIGHT FOR WHEN THE COPPERS GET HERE.

YOU THINK MANY THINGS ARE POSSIBLE...

...BUT... THEY ARE ONLY THAT... UNTIL YOU PROVE THEM.

NOT BAD-- BUT THAT USED UP AN AWFUL LOT OF WEB FLUID. MAYBE I SHOULD HEAD BACK AND RELOAD MY CARTRIDGE BELT.

LOOKS LIKE THE COPS ARE HERE. THEY'LL TAKE OVER. YEAH, MAYBE I'D BETTER GO.

JOHN... WHAT AM I LOOKING AT?

I DON'T KNOW RED. LOOKS LIKE SOMETHING OUT OF... ALIEN.

ALIEN?! DON'T YOU GUYS KNOW GOOD OLD, ALL-AMERICAN SPIDEY-WEBS WHEN YOU SEE THEM?

POLICE

POLICE

HELLO! I'M THE ONE WHO CALLED YOU! WE CAUGHT THE CAR JACKERS.

YEAH *"WE"* CAUGHT THEM.

SO-- YOU'RE *SPIDER-MAN.*

PRETTY IMPRESSIVE JOB.

TELL YOU WHAT, CRAZY-BOY.

IF YOU'RE GOING TO CATCH OUR CROOKS...

YOU MIGHT AS WELL EAT OUR DONUTS.

HA!

JOHN! YOU'D BETTER HEAR THIS.

KKKKK... UNITS RESPONDING. KKKKKK... MULTIPLE CALLS REGARDING BLACKOUT ON 86TH STREET. BLACKOUT SEEMS TO HAVE ABOUT A 12 BLOCK RADIUS. SAME THING IS GOING ON OVER ON THE EAST SIDE AROUND 71ST. KKKKKKK.

BLACKOUT IS NOT CITYWIDE. I REPEAT. NOT CITY WIDE. THOUGH THERE ARE REPORTS OF BLACK-OUT PATCHES IN AT LEAST TWO OTHER PRECINCTS KKKKKKKKK.

UNIT 43 IS PULLING HIGHWAY DETAIL. DON'T LET ANY CARS GET OFF AT THAT EXIT--WE DON'T NEED MORE MOTORISTS ADDING TO THE KKKKKKKK PANIC KKKKK.

I'M GOING TO CHECK THIS OUT.

THANKS FOR THE DONUTS.

DWARFED BY THE SILENT COLUMNS OF CONCRETE AND STEEL YOU RUSH FORWARD.

YOU ARE A TINY FIGURE ENGULFED BY A DARK-NESS A THOUSAND TIMES LARGER THAN YOURSELF. YOU THINK YOU ARE A MATCH FOR WHATEVER YOU WILL FIND THERE.

YOU'LL HAVE TO PROVE IT.

I CAN'T GET THE NUMBER OF THIS BUILDING'S MANAGEMENT FROM INFORMATION.

MAYBE I'LL TRY 911.

WHAT I REALLY SHOULD DO IS TRY AND FIND SOME BATTERIES FOR THE RADIO.

I ALMOST WISH I COULD CALL UP HENRY. THE JERK. I JUST HATE, HATE, HATE BEING ALONE IN THIS DARKNESS.

BUT MRS. DeMARLEY-- YOU'RE ***NOT***.

AHHH... ***AHHHH...***

AAAAAAAHHHH!!!

JILL DeMARLEY'S SCREAMS ARE CUT SHORT.

THERE IS A SOFT SOUND AS SHE COLLAPSES TO THE FLOOR IN A DEAD FAINT...

...AND FOR A FEW BLESSED MOMENTS HER INNER WORLD IS AS BLACK AND FEATURELESS AS HER OUTER ONE.

MRS. DeMARLEY? HELLO? ARE YOU AWAKE YET?

I WANT THE SAPPHIRE GARDEN-- WHERE IS IT?

THE NECKLACE? IT'S WHERE EVERYTHING ELSE IS-- WITH HENRY AND HIS NEW GIRLFRIEND.

THERE...WAS A DIVORCE?

YES. LEAVE US ALONE-- I DON'T HAVE ANY OF THE JEWELRY... I JUST HAVE THIS APARTMENT, SOME OF THE CARS... AND THERE'S CHILD SUPPORT. WHAT...WHAT...

WILL YOU LEAVE US ALONE NOW PLEASE? WHERE'S TAMARA?

YES! THAT'S A VERY GOOD QUESTION. WHERE IS TAMARA?

NO! ***NO! NO!***

ALL RIGHT-- NOW LISTEN TO ME.

THERE'S BEEN A CHANGE IN PLANS.

KRACK

I WANT TO DEMONSTRATE SOMETHING FOR YOU.

I HAVE A LITTLE COMPOUND HERE THAT HAS SOME REMARKABLE CHARACTERISTICS-- PAY ATTENTION.

"I PUT A DROP ON ONE END OF AN ACTIVE ELECTRICAL CIRCUIT.

"WHEN IN CONTACT WITH ELECTRIC CURRENT, THE COMPOUND IGNITES.

"BETTER YET-- IT IGNITES THE ENTIRE PATHWAY UNTIL IT HAS COMPLETED THE CIRCUIT.

"THE PROCESS CULMINATES IN A SPECTACULAR EXPLOSION."

MOMMY? WHAT'S GOING ON?

NOW LISTEN! I HAVE LOCATED SEVERAL BUILDINGS THAT ARE PERFECTLY SUITED TO BURN AT THE TOUCH OF MY COMPOUND. I'M GOING TO PUT TAMARA ON ONE OF THEM.

NO! NO! NO!

LIST...EN!

YOU SAY HENRY HAS THE NECKLACE? WRITE HIS ADDRESS DOWN AND THEN MEET ME THERE IN ONE HOUR. HAVE THE NECKLACE READY.

I DON'T THINK YOU COULD GET ANY COPS TONIGHT, BUT IF YOU DO, I WON'T SHOW UP, AND YOU CAN SPEND THE REST OF THE NIGHT WONDERING WHAT ROOFTOP YOUR BABY IS ABOUT TO FALL OFF OF.

MOMMY!

IT'S GOING TO BE ALL RIGHT, SWEETY...

IT'S GOING TO BE ALL RIGHT.

PLEASE... PLEASE... DON'T HURT HER.

You search...

...unsure of what for.

Somewhere in these pools of blackness...

...there may be a reason for this.

You open yourself up for a spider-sense warning that won't come.

Where?

Where?

The answer to this may be in one of the other blacked-out neighborhoods...

...or it may be someplace else entirely.

It may even be innocent-- a technical glitch that will be repaired with the flip of a switch.

But until it's over, or until you know...

Search.

Try to find...

THE VULTURE.

OKAY, TOOMES... WHAT ARE YOU UP TO?

SPIDER-MAN!

CAN THERE BE NO PEACE FROM YOU?!

MOMMY!!!!

OH, MAN!

WHAT IS GOING ON HERE, TOOMESY?

I AM TELLING YOU THIS FOR THE LAST TIME, WALLCRAWLER...

GET AWAY!

AND STOP MEDDLING IN MY LIFE!

I'M NOT MEDDLING IN YOUR LIFE, TOOMES.

I'M MEDDLING IN YOUR CRIMES!

AND THIS SEEMS LIKE YOUR WORST ONE YET!

FASCINATING.

WHY AREN'T YOU A COP?

DID THEY KICK YOU OFF THE FORCE...

...WHEN YOU BECAME A FREAK?

GET DOWN TO THE STREET, TOOMES. GIVE ME THE GIRL.

SEE? YOU'RE LIKE A LITTLE COP.

"PULL OVER TO THE SIDE, TOOMESY-- SO I CAN FILL MY LITTLE QUOTA OF TICKETS."

WELL, I WON'T GIVE YOU THE GIRL, FREAK!

BUT I WILL GIVE YOU *THIS!*

AND I WILL GIVE YOU THIS!

AND I WILL MOST CERTAINLY GIVE YOU...

THIS!!!

WHAT!

MY WEBLINE'S ON FIRE!

THAT'S IMPOS...THAT CHEMICAL HE SPLASHED ME WITH!

I'LL HAVE TO LET GO OF THE WEBLINE BEFORE THE FIRE REACHES MY CHEST.

HAVE TO TAKE MY CHANCES WITH THE LANDING...

IMPROVISE.

NOW SPOT HIM AGAIN!

DON'T LET HIM GET TOO FAR.

HERE. THIS IS WHAT I WANTED YOU TO SEE. THESE OUTAGES ARE THE RESULT OF A DELIBERATE ACT. WE'VE TRACED THE DAMAGED CABLES BACK TO THIS SPOT.

HOW? WHAT DID IT?

THAT'S THE INTERESTING PART...

IN MOST CASES OF ARSON YOU CAN FIND AN ACCELERANT.

BUT THIS IS SOMETHING WE HAVEN'T SEEN BEFORE.

WE'VE SENT WHAT WE COULD SCRAPE TOGETHER BACK TO THE LAB FOR ANALYSIS.

"WE MIGHT HAVE MISSED IT ALTOGETHER EXCEPT..."

"EXCEPT WHAT?"

"EXCEPT IT'S GOT AN OUTRAGEOUS-- I MEAN ***OUTRAGEOUS***-- INFRARED SIGNATURE.

"EVEN THOUGH IT APPEARS TO MERELY MATCH THE AMBIENT TEMPERATURE, IT SIGNALS BRIGHTER THAN BODY HEAT OR EVEN CAR EXHAUST."

WHAT I'M THINKING, IS THAT IF WE COULD GET SOME COPTERS IN THE SKY THAT ARE OUTFITTED WITH INFRARED SCOPES, WE MIGHT BE ABLE TO STOP THE NEXT BLACKOUT BEFORE IT STARTS.

I GOTCHA. I KNOW JUST THE PEOPLE TO CALL...

VULTURE!

I'M STILL HERE!

YES.

OF COURSE YOU ARE.

WHAT IS IT WITH YOU, LITTLE COP?

ARE YOU COMPELLED TO BE A DO-GOODER?

FINE. KEEP RUNNING YOUR MOUTH, TOOMES. BUT I'M COMING.

YES, DO-GOODER... I HAVE AN IDEA WHAT IT WILL TAKE.

BODEGA

AND IT'S GOING TO TAKE A LOT MORE THAN SOME SOUPED-UP LIGHTER FLUID TO KEEP ME AWAY FROM YOU!

IT SHOULD BE EASY NOW. SWING PAST THIS CROWD--

--ONE OR TWO MORE ARCS AND YOU'LL HAVE HIM.

IT SHOULD BE EASY.

DIOS MIO!

HERO-MAN!

SWING PAST THIS CROWD...

HERO-MAN!

COME HERE TO HELP ME!!

IT WAS JUST ONE DAY.

IT WAS JUST A LAPSE...

UNCLE BEN.

IT'S OKAY, POPS. I GOT YA!

NO! NO! WHAT YOU DO?

CHECK THAT, MAN.

NO! NO! GO BACK.

PLEASE. PLEASE.

IT'S OKAY.

YOU'LL BE SAFE HERE.

I HAVE TO GO.

NO! NO! YOU HAVE TO GO BACK!

YOU ARE THE HERO-MAN! YOU MUST TO BE SAVING THE STORE!

THEY WILL TAKE EVERY-THING!

LOOK, I'M SORRY BUT IT'S JUST THINGS.

NO! NO!

THE STORE IS EVERYTHING!

THE STORE MUST MAKE MONEY.

MY CHILDREN MUST EAT. THEY MUST GO TO COLLEGE. MY SISTER, HER CHILDREN, THEY MUST COME...

I'M SORRY-- BUT YOU'RE ALIVE. THAT'S THE IMPORTANT THING.

THERE'S A LITTLE GIRL... A *NINA*.

I HAVE TO-- HAVE TO GO.

DIOS MIO.

GO.

YOU ARE NOTHING.

YOU ARE NO HERO.

YOU THERE! STOP RIGHT WHERE YOU ARE!

WHAT?!

YES SIR. POSITIVE SIGHTING ON INFRARED SIGNATURE CONFIRMED.

HOLY... THAT'S SPIDER-MAN!

SPIDER-MAN! DO NOT ATTEMPT TO MOVE.

SUSPECT IS RUNNING

JONES... THE SIDE...

IT SHOULD BE POSSIBLE TO SAVE A LITTLE GIRL FROM THE CLUTCHES OF A WINGED CRIMINAL...

IT SHOULD BE POSSIBLE TO DO IT EVEN IN A CITY THAT CAN'T DECIDE WHETHER YOU ARE A HERO OR A THREAT.

IT SHOULD BE POSSIBLE TO EVADE TO THE GUN-FIRE OF A POLICE SHARP-SHOOTER, AND TO SOME-HOW SURVIVE A DIVE OFF OF A SIX STORY BUILDING.

POLICE

IT SHOULD BE POSSIBLE.

BUT YOU'LL HAVE TO PROVE IT.

NEXT: THE CONCLUSION OF BLACKOUT AS SPIDEY'S HUNT FOR THE VULTURE ESCALATES INTO AN ALL-OUT WAR!!

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BLACKOUT!

THE CONCLUSION!

TYLER LAROSA

THE VULTURE™ TAKES NEW YORK!

BLACKOUT

POLICE PART TWO

NEW YORK CITY HAS BEEN SWEPT WITH AN OUTBREAK OF LOCALIZED BLACKOUTS-- APPARENTLY THE WORK OF THE WINGED CRIMINAL KNOWN AS THE VULTURE.

A POLICE COPTER IS HUNTING FOR YOU WITH SEARCHLIGHTS AND A HIGHLY SKILLED SHARP-SHOOTER-- MISTAKENLY ASSUMING THAT YOU ARE RESPONSIBLE FOR THE CURRENT STATE OF EMERGENCY.

THERE IS ANOTHER DANGER THAT IS PRESSING ON YOUR MIND.

THE LITTLE GIRL.

THE SCREAMING CHILD ABDUCTED BY THE VULTURE, TAKEN ON A SWOOPING TERROR FLIGHT A HALF MILE ABOVE THE STONE AND SIGNPOST-SPIKED STREETS OF MANHATTAN.

ALL YOU CAN SEE IS HER FALLING.

AND YOUR FINGER-TIPS-- SECONDS TOO LATE TO REACH HERS.

THERE ARE THINGS YOU NEED TO DO.

Stan Lee presents:
RURIK TYLER
Script & Pencils

BUD LaROSA-Inks
BENCHMARK-Letters
JOHN KALISZ-Colors

RALPH MACCHIO-Editor
BOB HARRAS-Ed. In Chief

SPECIAL THANKS TO OFFICER CAROL O'MALLEY
FOR HER ASSISTANCE WITH POLICE TERMINOLOGY

FIRST, GET AWAY FROM THE COPTER.

SECOND, TAKE AN INVENTORY. WHAT DO YOU KNOW ABOUT THE VULTURE?

YOU KNOW HIS REAL NAME IS ADRIAN TOOMES, AND THAT HE'S FLYING AROUND THE CITY WITH VIALS OF SOME WHACKED-OUT, IGNITABLE COMPOUND ATTACHED TO HIS WAIST. HE'S ALSO GOT AN ELECTRONIC BLOWTORCH SLIPPED OVER HIS THUMB, AND A LITTLE GIRL STRAPPED TO HIS CHEST.

YOU KNOW THAT YEARS AGO, AT TOOMES'S TRIAL, HE CLAIMED TO HAVE BEEN CHEATED OUT OF HIS ELECTRONICS BUSINESS BY HIS PARTNER.

TOOMES WAS DEVELOPING HIS FLYING HARNESS AT HOME, AND HE USED IT TO GAIN REVENGE ON HIS PARTNER. LATER, AS THE HIGH-FLYING VULTURE, HE USED IT FOR ECONOMIC CRIMES.

WHERE WAS HIS HOME? STATEN ISLAND? LONG ISLAND?

NEVER MIND. WHAT ELSE DO YOU KNOW?

NOT MUCH. EXCEPT HE'S SMART, AND HE'S COLD.

COLD ENOUGH TO PUT THAT GIRL IN DANGER.

AFTER STOPPING THAT CARJACKING,* YOU DON'T HAVE MUCH WEB-FLUID LEFT.

WHAT'S LEFT WILL HAVE TO BE USED WISELY.

THAT MEANS TRYING TO GUESS WHERE HE'S TAKEN THE GIRL.

*LAST ISSUE.--Recappin' Ralf

YEAH, THAT SHOULD BE EASY.

AFTER ALL, HOW MANY PLACES COULD YOU HIDE A LITTLE GIRL IN THE SKYSCRAPERS OF MANHATTAN?

TOO MANY-- AND I SURE DON'T HAVE ENOUGH WEB LEFT TO LOOK AT ALL OF THEM.

I'LL HAVE TO STRETCH THINGS A LITTLE. IF I CUT BACK THE CATALYST, IT SHOULD MAKE THINGS LAST TWICE AS LONG-- I'LL JUST BE DEALING WITH A MUCH LESS STABLE WEB.

WHAT'S HIS PLAN?

HE'S STARTING THESE BLACKOUTS... HE DOESN'T CARE THAT HE'S CALLING A LOT OF ATTENTION TO HIMSELF...

AND THEN WHAT? HOW'S HE GOING TO GET OFF THE ISLAND?

HE'S GOING TO HAVE TO CROSS ONE OF THE RIVERS. IF THE POLICE CHOPPERS ARE LOOKING FOR HIM, WHICH, I'LL BET THEY WILL BE, HE'LL BE AN EASY TARGET CROSSING THE OPEN WATER.

THWIPPP

SO WHAT DOES HE DO? DOES HE STAY ON THE ISLAND? GET OUT OF HIS COSTUME? TAKE A CAR?

NO. TOO SLOW. AND WITH ALL THE CHAOS HE'S CAUSING THERE'S TOO MUCH RISK OF THE ROADS OFF THE ISLAND BEING CLOSED-- HE'LL FLY.

IT'S JUST A QUESTION OF WHEN.

HEY! IT'S SPIDER-MAN!

HE COULD MAKE A MAD DASH ACROSS ANY RIVER AT ANY TIME. I DON'T KNOW HOW I'D STOP HIM WITHOUT JUST GETTING LUCKY.

IF HE WANTED TO TRY THE TUNNEL TO QUEENS, HE COULD GET TO LONG ISLAND...

TUNNELS!

FLYING *UNDERGROUND* TO GET OUT OF MANHATTAN! NOW *THAT* WOULD BE A SLICK TRICK!

AND *THIS* IS CERTAINLY THE VANTAGE POINT TO CHECK OUT THE TUNNELS.

LOWER MANHATTAN SEEMS NORMAL, SO THE HOLLAND TUNNEL IS PROBABLY OPEN. THE WEST SIDE IS DARK, AND SO IS THE AREA AROUND THE MIDTOWN TUNNEL. MAN! HE COULD ALREADY BE GONE! HE COULD HAVE CAUSED THOSE BLACKOUTS ON HIS WAY OUT IN ORDER TO HOLD OFF THE POLICE, OR...

...OR HE COULD BE USING THE BLACKOUTS TO DRAW THE POLICE!

IF THE POLICE ARE BEING CALLED TO THE MIDTOWN, AND LINCOLN TUNNELS THERE WOULD BE LESS MANPOWER AVAILABLE TO GUARD THE HOLLAND.

BUT THIS IS THE AREA WHERE I'VE SEEN HIM. IF I GO OFF ON SOME WILD GOOSE CHASE TO THE HOLLAND TUNNEL, AND I'M WRONG, I WON'T BE AROUND WHEN THAT GIRL NEEDS HELP.

ON THE OTHER HAND, MY ONLY CHANCE TO CATCH THAT GUY IS TO GET AHEAD OF HIM.

GREAT JOB, SHERLOCK. YOU'VE MANAGED TO TALK YOURSELF INTO A CIRCLE.

CHOPPER 1-9 TO HQ: WE FOUND A SUSPECT WHO SHOWED TRACES OF THE INFRARED SIGNATURE WE'VE BEEN ADVISED TO LOOK FOR. SHOTS WERE FIRED AS SUSPECT TRIED TO ESCAPE...

ROGER 1-9. DID YOU HIT SUSPECT?

UNKNOWN, SIR. WE HAVE NOT AS OF YET APPREHENDED SUSPECT.

SO, WHEN HE "TRIED TO ESCAPE," *HE ACTUALLY DID ESCAPE? IS THERE ANY OTHER INTERESTING THING YOU HAVEN'T TOLD ME?*

POSSIBLY SIR... SUSPECT IS SPIDER-MAN.

SPIDER-MAN?!

YES, SIR. INFRARED SIGNATURE IN SINGLE BAND ACROSS CHEST, MATCHES INFRARED SIGNATURE FOUND AT BLACKOUT'S POINT OF ORIGIN.

I'M BEING TOLD THAT THERE WERE RECENT REPORTS OF SPIDER-MAN BEING SIGHTED AROUND 39TH STREET. HEAD AFTER HIM... AND DON'T LET HIM GET AWAY THIS TIME.

YOU HEAR THAT, RED?

THEY'VE GOT THE IDEA THAT SPIDER-MAN IS WRAPPED UP IN THIS. THEY APPARENTLY DON'T MIND SHOOTING AT HIM.

YES, JOHN. ANY PARTICULAR REASON YOU'RE GIVING ME A REPORT ON A RADIO TRANSMISSION I JUST HEARD FOR MYSELF?

WE CAN'T LET THIS HAPPEN. HE WAS WITH US WHEN THE NEWS OF THE BLACKOUTS HIT, AND BEFORE THAT, HE WAS STOPPING THOSE CAR-JACKERS. WE'VE GOT TO HELP HIM.

HELP HIM?! HE'S WAY PAST 39TH STREET. THAT'S NOT ONLY OFF OUR BEAT, THAT'S COMPLETELY OUT OF COMMAND.

AND IT'S NOT LIKE THERE'S ANY SHORTAGE OF CRIMES GOING ON RIGHT IN FRONT OF OUR EYES!

IT'S DIFFERENT RED, RIGHT HERE IT'S JUST THINGS-- BUT THEY'RE GOING TO SHOOT THAT CRAZY BOY!

POLICE

QJ 513

FAR ABOVE 39TH STREET.

NOW, NOW, HURRY ALONG MR. DeMARLEY.

SURELY YOUR WIFE... EXCUSE ME, SURELY YOUR *EX*-WIFE HAS IMPRESSED UPON YOU THE PERIL YOUR DAUGHTER IS IN?

PLEASE... JUST GIVE ME A MINUTE, I'M TRYING TO GET THE SAFE OPEN... HERE! HERE YOU GO!

THANK YOU, MR. DeMARLEY. THE SAPPHIRE GARDEN IS EVERY BIT AS EXQUISITE AS ITS REPUTATION PORTENDS.

I THANK YOU MOST EARNESTLY.

YOU SAID YOU'D TELL US WHERE TAMARA IS IF WE GAVE YOU THE NECKLACE.

I...

I HEAR HELICOPTERS.

SPARE ME YOUR ASSURANCES-- I BELIEVE YOU DID NOT CALL THEM.

THEY WERE BOUND TO SHOW UP SOONER OR LATER.

OF COURSE I'D NO LONGER BE IN THIS PART OF TOWN IF MR. DeMARLEY HAD NOT FELT THE URGE TO DABBLE IN COEDS, AND GIVEN HIS WIFE'S NECKLACE TO THIS POST-PUBESCENT COQUETTE.

I WILL BE NEEDING TAMARA TO GET OFF THIS ISLAND-- A "HOSTAGE" IF YOU WILL.

NO! NO! YOU PROMISED!

YES, YOU'RE RIGHT. I DID.

I WILL LEAVE THE CHILD IN A CONSPICUOUS PLACE WHEN I AM SAFE.

WATCH THE NEWS-- THAT IS, WHEN THE POWER COMES BACK ON. TA TA.

IT ISN'T GOING TO BE TOO LONG BEFORE I HIT CANAL STREET.

JUST HOPE THAT'S NOT LITERALLY.

ONCE I'M ON CANAL, I'LL FIND THE HOLLAND TUNNEL.

BUT, DO I ACTUALLY THINK I'M RIGHT-- THAT I SECOND-GUESSED THE VULTURE?

OR AM I JUST TOO IMPATIENT TO STAY STILL AND WAIT?

AND FOR THAT MATTER, WAIT FOR WHAT?

AND HOPEFULLY THE VULTURE AS WELL.

IT'S A LOT TO RISK ON JUST A GUESS.

STILL, SOMETHING'S IMPELLING ME TO KEEP GOING.

HEY! THERE HE IS! HE'S HEADED DOWNTOWN! THAT MEANS I GUESSED RIGHT! I DON'T BELIEVE IT!

NOW I'D BETTER REDIRECT MYSELF BEFORE I LOSE HIM AGAIN.

POLICE

HQ THIS IS 1-9. I AM SPOTTING A SECOND INFRARED SIGNAL. SMALLER THAN THE FIRST, SEEMS LIKE IT'S PART OF A HANG GLIDER, OR AN ULTRA-LIGHT. I AM IN PURSUIT.

C'MON, C'MON, TOOMSEY! SHOW YOURSELF! I'VE GOT TO PICK A DIRECTION TO LAUNCH TO.

...SIGNAL BLOCKED BY BUILDINGS. SHOULD REAPPEAR ANY MOMENT.

CONFIRMED. THERE IT IS IN PLAIN SIGHT. IT...IT LOOKS LIKE A MAN! A MAN WITH WINGS!

POUR IT ON! GET US CLOSER.

HE'S DUCKING DOWN BETWEEN THE BUILDINGS!

GET THAT LIGHT ON HIM!

I'M TRYING!

WHERE'D HE GO?

KEEP THE LIGHT ON HIM!

HE'S TOO FAST! SPEED UP OR YOU'RE GOING TO...

...LOSE HIM.

KEEP GOING. HE CAN'T BE FAR.

IN A FLYING RIG LIKE THAT, HE'S GOING TO NEED OPEN SPACE TO GLIDE. HE CAN'T STAY IN THESE TIGHT CANYONS.

ALL RIGHT. TURN THIS CORNER AND PULL UP.

SSKRAASSH

I'M LOSING CONTROL!

OH MY GOD! OH MY GOD! GET US OUT OF HERE!

THAT COPTER! THE VULTURE CUT THE LANDING STRUT RIGHT OFF OF IT.

YOU CAN'T LAND WITH ONE STRUT! ONCE IT HITS THE GROUND IT WILL TIP OVER...

AND THOSE ROTORS ARE GOING TO RIP SOMEBODY'S HEAD OFF.

THWIPPP

OKAY, WEBHEAD. YOU'RE NOT GOING TO GET MANY CHANCES AT THIS-- MAKE IT COUNT.

THE FIRST SHOT HITS THE ROTORS AND GETS SENT FLYING.

THE SECOND SHOT HITS THE ROTOR-HUB DEAD CENTER.

THERE'S A QUESTION AS TO WHETHER THE WEBS WILL HOLD-- AS TO WHETHER YOUR SPIDER-GRIP WILL HOLD.

THEY BOTH DO.

THE SAME HOWEVER, CANNOT BE SAID FOR THE ANCIENT WOOD OF THE WATER TOWER.

IT GIVES WAY BENEATH YOUR FEET AND A TORRENT OF WATER RUSHES PAST YOU...OVER YOU... AROUND YOU.

IT SENDS YOU CRASHING INTO THE ROOF EDGE BELOW.

BUT THE COPTER DOES NOT CRASH.

ITS ROTORS DO NOT DISINTEGRATE.

NO ONE IS KILLED.

AND ONCE AGAIN...

...YOU HAVE GOTTEN IN THE WAY...

...OF THE WILL...

...OF ADRIAN TOOMES--

--THE MAN KNOWN AS THE VULTURE.

HE SPOTS YOU NOW--

--FROM HIS VANTAGE POINT ON HIGH--

--AND FURY...

...BOILS HIS BLOOD.

THE COPS ARE SAFE. GOOD.

AT LEAST I HOPE IT'S GOOD-- I HOPE THEY'RE FINISHED SHOOTING AT ME.

SPIDER-SENSE!

IT HAS TO BE TOOMES.

HE'LL ATTACK FROM THE AIR.

BUT THE SKY IS EMPTY.

SO IS THE AREA IN FRONT OF AND BELOW THE BUILDING'S FACE.

MY SPIDER-SENSE HASN'T LET UP.

BUT I DON'T SEE ANY-THING.

NO MATTER WHICH WAY I MOVE--IT'S CONSTANT.

WAIT...

NOW THERE'S A CHANGE.

IT'S INTENSIFYING.

COMING FROM...

PIZZA AT IT'S BEST SLICES BY RALPH

...BEHIND ME?!

THE BILLBOARD!

IT'S TOOMES. HE'S COMING THROUGH WITH HIS SAME OLD VULTURE KICK.

I'VE DODGED IT BEFORE, AND I'VE ALREADY DODGED IT NOW...

SO WHY...

...IS MY...

...SPIDER-SENSE...

SLICES BY RALPH

...STILL GOING OFF?

OH, NO!

NO!

HIS WINGS! THEY'RE CUTTING RIGHT INTO THE CONCRETE...

AND I'M STILL IN THEIR PATH...

IT'S A FACT SPIDER-MAN.

FEW OF YOUR FOES HAVE EVER HEARD YOU SCREAM.

AND AS HIS WINGBLADES SLICE INTO YOUR BACK IT IS A PLEASURE ADRIAN TOOMES APPRECIATES GREATLY.

YOU FALL.

THERE IS FEAR FOR YOUR SPINE, A VISION OF DELICATE FINGERS FALLING JUST BEYOND REACH, AND THE ENDLESS LOOPING OF A NONSENSE RHYME YOUR HEAD SINGS TO YOU AS YOU FIGHT TO RETAIN CONSCIOUSNESS...

GWEN...

BEN...

THIS IS NOW...

NOT THEN.

FIGHT BACK, WEB-HEAD.

THWIPPP

WONK

TOOMES... I HAVE TO ADMIT...

...FOR AN OLD BIRD...

...YOU ALWAYS COME UP WITH A NEW TRICK!

THERE YOU GO. AN OL' SIZE TEN TO THE MELON!

I DON'T KNOW, TOOMSEY. YOU MUST NOT BE AS GOOD WITH THAT VEG-O-MATIC AS YOU THINK YOU ARE.

MY BACK HELD UP PRETTY WELL. NOW LET ME JUST GRAB SOME HIGH GROUND AND WE'LL...

THWIPPHPH

MY WEBS.

I'M OUT.

SPIDER-SENSE!

YEAH, LIKE...

...NO, DUH.

I'M JUST FALLING LIKE A WEB-HEADED ROCK.

I'VE GOT TO CUT THE AIR... MAKE IT TO THAT BUILDING...

...AND RUN...

...RUN...

...RUN...

...RUN IT OFF.

SPIDER-MAN CHEATS DEATH AND THE VULTURE GIVES CHASE.

HE DIVES FROM THE SKY, HOWLING WITH RAGE, HIS WINGS SCRAPING FOUNTAINS OF SPARKS ALONG THE TRAIL OF HIS DESCENT.

THE SOUND IS THAT OF BROADSWORDS CLASHING.

AND NO "EXTRA" SENSE IS NEEDED TO TELL SPIDER-MAN THE PROPER TIME TO JUMP.

WE'RE ABOUT DONE NOW AREN'T WE...

...SPIDER-MAN.

JUST A FEW MORE STRIKES AND IT WILL ALL BE OVER.

OF COURSE YOU COULD KEEP HIDING, AND I'D JUST GO AWAY...

BUT THEN THERE'D BE NO ONE TO SAVE THE LITTLE GIRL NOW WOULD THERE?

WAKE UP!

ARRRGGGGHH!!

IT ISN'T RIGHT TO TRAMPLE ON PEOPLE'S LIVES SO CASUALLY !

YOU *HAVE* TO KNOW THAT!

SLAMM

DO NOT PRESUME TO TELL ME WHAT I SHOULD OR SHOULD NOT KNOW.

...ESPECIALLY ON THE SUBJECT OF TRAMPLED LIVES.

YOU LOOKING FOR SYMPATHY?

SYMPATHY? NEVER! I AM HARDLY NAIVE.

YOU SAVED THOSE POLICEMEN. YOU STRUGGLE GREATLY TO SAVE THEIR SMALL, UNIMPORTANT LIVES.

WHEN MY LIFE WAS SMALL, I WISHED THERE WAS SOMEONE-- ANYONE-- TO STRUGGLE ON MY BEHALF.

BUT NO ONE DID. MY NAIVE THOUGHTS WERE CRUSHED.

I FOUND OUT--

--THAT THERE'S ONLY ME.

YOU'RE WRONG, TOOMES.

THERE'S YOU *AND* ME.

IN CASE YOU HAVEN'T NOTICED, YOUR LIFE ISN'T OVER YET.

BE THE MAN YOU'RE SUPPOSED TO BE.

THIS CONVERSATION IS IRRELEVANT. THE GIRL WILL SERVE MY PURPOSES, AND IN SO DOING, SHE WILL DIE, OR SHE WILL NOT DIE.

I DO NOT CARE, AND YOU ARE OUT OF WEBS.

I WIN.

OH, NO WAY.

NO WAY, YOU BALD, MANGY-HEADED CREEP.

NO *WAY* YOU WIN.

THAT LITTLE GIRL IS NOT GOING TO DIE.

THAT LITTLE GIRL IS NOT GOING TO COME CLOSE TO DYING!

BECAUSE THERE'S ONE CHANCE LEFT.

THERE'S THE RISK OF A MESSY DEATH ON THE PAVEMENT BELOW.

BUT THERE'S ALSO YOU TOOMES.

YOU... AND ONE CHANCE.

AND AS LONG AS THERE'S ONE CHANCE...

...NOBODY DIES.

HELLO AGAIN, DOLL FACE...

OH, NOW IT'S YOUR TURN TO SCREAM-- LOVELY.

GET OFF OF ME!

I WANT THE GIRL, TOOMES!

FINE! SHE'S RIGHT ACROSS FROM THE TUNNEL! I'LL TAKE YOU TO HER.

THAT WAY WE CAN BOTH HAVE WHAT WE WANT, YOU GET THE GIRL, AND I GO ABOUT MY BUSINESS.

NO, TOOMES! NO MORE VICTIMS FROM YOU. NOT NOW, NOT EVER!

TEN MINUTES AGO I ABANDONED MY CHANCE TO KILL YOU. AND SEE? YOU BEAR WITNESS TO THE TREACHERY THE WEAKENING OF ONE'S RESOLVE BRINGS!

VERY WELL THEN!

LET THERE BE--

--THIS!

NO, TOOMES! MY SHIRT!

IT'S GOT YOUR CHEMICAL ON IT!

PHWOOOOOSH

THE FLAME SURGES INSTANTLY THROUGH THE ELECTRO-MAGNETIC CIRCUITS OF THE VULTURE'S HARNESS...

...RENDERING ITS FLIGHT CAPABILITIES SLIGHTLY BETTER THAN WORTHLESS.

STILL, THE ROOF IS IN VIEW.

IT MIGHT BE POSSIBLE TO INFLUENCE THE DESCENT SOMEWHAT--

--ENOUGH--

--TO CATCH A PIECE OF THE BUILDING...

...AND MAKE THE ONE CHANCE PAY OFF.

AT LEAST FOR THE LITTLE GIRL--

ROTHER corp.

--IF NOT FOR TOOMES.

TOOMES. AN ELECTRICAL FIRE AND A PLUNGE INTO THE HUDSON RIVER. COULD YOU SURVIVE THAT?

THIS FIRE IS SPREADING.

YOU'RE NOT PREPARED FOR WHAT HAPPENS NEXT.

INSTEAD OF RUNNING GRATEFULLY TO YOU, THE CHILD SCREAMS IN TERROR.

IS IT THE FIRE?

COULD A LITTLE KID THIS AGE LOSE HER MIND?

AND THEN IT DAWNS ON YOU.

C'MON, HONEY, LET'S TAKE YOU HOME TO SEE YOUR MAMA, OKAY?

IT'S YOU.

SCAWEY MASK. SCAWEY MASK ON THE MAN!

I GET IT. I'M WEIRD LOOKING IN THIS GET UP.

BUT, HONEY, LOOK... PLEASE. IT'S JUST A HAT.

I'M JUST A REGULAR PERSON. LET'S GET AWAY FROM THIS FIRE AND GET YOU TO YOUR MOMMY.

WHAT DO YOU SAY?

YES, PLEASE.

OKAY, SWEETY, CLOSE YOUR EYES.

WHAT'S THIS NOW-- THE COPS?

WE'RE GOING TO TAKE THE FIRE LADDER DOWN.

SO, CRAZY BOY. WE MEET AGAIN.

SAVING KIDS FROM FIRES NOW, ARE WE? ARE THERE ANY OTHER CIVIL SERVANTS WHOSE ACTION YOU WANT TO HONE IN ON? YOU WANT TO BE A METER MAID? A TOLL COLLECTOR?

BEFORE YOU ANSWER, MAYBE YOU WANT TO TAKE A MOMENT TO GET YOUR MASK BACK ON.

Uh... THANKS.

MY NAME IS JOHN DOUGLASTON. MY PARTNER GOES BY "RED". STOP BY AND SEE US FROM TIME TO TIME.

Uh... Uhm... OKAY! MAYBE I WILL.

I WANT TO THANK YOU KID. I KNOW THE RAP YOU GET. I'VE GOT A FEELING THIS CITY OWES YOU A LOT.

NOBODY OWES ME ANYTHING. JUST GET THIS KID BACK TO HER PARENTS. THE JERK WHO STARTED THE BLACKOUTS ABDUCTED HER.

IF IT'S ALL THE SAME TO YOU, I THINK I'D BETTER GET OUT OF HERE BEFORE ANY OF YOUR FELLOW OFFICERS SHOW UP.

NOT A BAD IDEA AT ALL. I HAVE A HUNCH THEY'LL STOP HUNTING YOU ONCE I TELL THEM ABOUT THIS.

HEY! WHAT ABOUT YOUR DONUTS?

GIVE THEM TO THE KID! AND, OFFICER... THANKS.

SWEETY? WE WANT TO CALL YOUR MOMMY. DID SHE TEACH YOU WHAT NUMBER TO DIAL?

YES. MOMMY SAYS DIAL "911".

NOT A BAD NIGHT.

DAILY BUGLE

I SAVED A LITTLE GIRL TONIGHT, UNCLE BEN.

I WISH YOU COULD KNOW.

POLICE

THERE'S PLENTY I'D LIKE TO KNOW.

LIKE WHAT HAPPENED TO TOOMES FOR ONE THING.

AND IS THERE SOMETHING IN HIM WORTH SAVING?

I CAN'T ANSWER THAT.

DAILY BUGLE

WASH ME

AFTER ALL, MEN AREN'T ANGELS.

NOT EVERYONE WITH WINGS GETS TO BE ONE.

THE END

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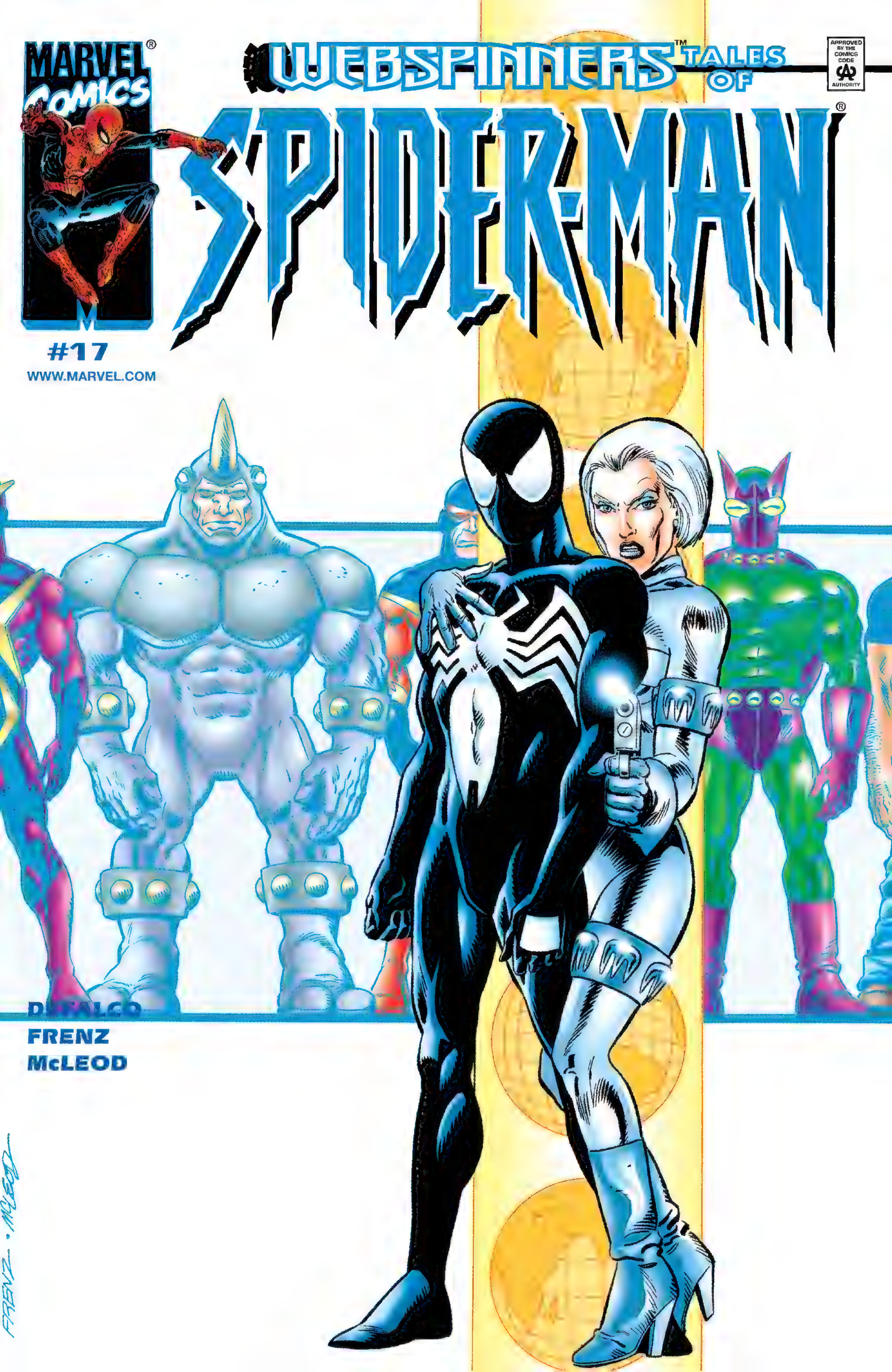

D'FALCO

FRENZ

McLEOD

FINALLY, MCLEOD.

At a demonstration on Radiology, high school student **Peter Parker** was bitten by an Irradiated Spider from which he gained the Arachnid's Incredible Abilities. When a burglar killed his beloved Uncle Ben, a grief-stricken Peter vowed to use his Great Powers in the service of his fellow man, because he learned an invaluable lesson: With Great Power must also come Great Responsibility. Stan Lee Presents:

THE AMAZING SPIDER-MAN!

HERO OF THE PEOPLE

*TALK ABOUT AN IDENTITY CRISIS! FOR THE PAST FEW MONTHS I'VE BEEN BOUNCING BETWEEN MY NEW **BLACK COSTUME** AND MY TRADITIONAL **RED AND BLUE**--*

*--THINKING ABOUT TAKING THE MARITAL PLUNGE WITH MY GIRLFRIEND **MARY JANE WATSON**--*

*--AND, OH YES, REGULARLY TRADING PUNCHES WITH THE LIKES OF THE **ABSORBING MAN, TITANIA, HOBGOBLIN, JACK O' LANTERN, HAMMERHEAD, THE ROSE,** AND **THE PUNISHER!***

NEEDLESS TO SAY, I'M NOT IN THE BEST OF MOODS WHEN MY WONDERING EYES SUDDENLY BEHOLD--

A GIANT SPIDER-SIGNAL?!

SOMEONE SEEMS TO HAVE GONE TO A LOT OF EFFORT AND EXPENSE TO *ATTRACT* MY ATTENTION--

--EVEN THOUGH THEY CONFUSED ME WITH SOME GOOFY, COWLED COMIC BOOK CHARACTER!

*NOTE: THIS STORY OCCURS BETWEEN THE EVENTS IN AMAZING **SPIDER-MAN** #'S 288 AND 289.*
--RESEARCHIN' RALF

TOM DEFALCO & RON FRENZ	BOB MCLEOD	SHARPFONT AND PT	JOHN KALISZ	RALPH MACCHIO	BOB HARRAS
SCRIPT, PLOT & PENCILS	FINISHED ART	LETTERING	COLORING	EDITOR	EDITOR IN CHIEF

I DON'T KNOW WHETHER TO BE FLATTERED BY THE ATTENTION--

--OR INSULTED BY THE ASSOCIATION!

MAYBE I SHOULD JUST SLAP 'EM WITH A LAWSUIT FOR INFRINGING ON MY TRADEMARK.

OF COURSE, I COULD ALWAYS PLAY UP THE MATURE CARD, AND IGNORE THE WHOLE THING--

--BUT WHERE'S THE *FUN* IN THAT?

BESIDES, I'M REAL CURIOUS OVER WHO'S BEHIND IT.

FOUR AVENUES TO THE WEST, AND SEVEN STREETS TO THE SOUTH...

I DON'T KNOW WHAT I WAS EXPECTING, BUT AN UNATTENDED SPOTLIGHT DOESN'T HEAD THE LIST.

OH, WELL! NO SENSE LETTING THIS GIZMO GO TO WASTE.

I'LL PACK IT UP AND BRING IT HOME.

IT COULD COME IN REAL HANDY IF I EVER MANAGE TO CON AN UNSUSPECTING MOVIE STUDIO INTO PRODUCING A MAJOR MOTION PICTURE ABOUT MY LIFE, AND--

--OOPS!

DID I SAY *UNATTENDED?*

MY MISTAKE!

UHHHHH, FELLAS--?

MIND TELLING ME WHAT'S UP?

I ASSUME YOU DIDN'T GO TO ALL THIS TROUBLE JUST TO ARRANGE A SPARRING MATCH.

TEN AGAINST ONE ISN'T VERY *SPORTING*--

--ESPECIALLY WHEN THE *ONE* HAS THE PROPORTIONATE STRENGTH, SPEED AND AGILITY OF A SPIDER.

THAT'S QUITE *ENOUGH*, SPIDER-MAN.

MY MEN WERE MERELY VERIFYING YOUR IDENTITY.

NOT *YOU!*

NOT *AGAIN!*

IT'S LITTLE MISS MERCENARY HERSELF--*SILVER SABLE*--AND HER NEW ALLY, THE RECENTLY REFORMED *SANDMAN.*

AIN'CHA GLAD T'SEE US, WEBS?

I APOLOGIZE FOR ANY INCONVENIENCE, BUT I HAD TO BE CERTAIN THAT I WAS DEALING WITH THE REAL *YOU*, WEB-SPINNER--

--AND NOT SOME COSTUMED IMPOSTOR.

WE NEED TO TALK.

OKAY...

SILVER OPERATES OUT OF THE *SYMKARIAN EMBASSY* ON EAST 53RD STREET WHENEVER SHE'S IN THE BIG APPLE.

SYMKARIA IS A TINY SPOT ON ANY MAP OF THE BALKANS, AND SUPPLYING TRAINED MERCS THROUGH *SILVER SABLE INTERNATIONAL* IS ITS MAJOR SOURCE OF REVENUE.

...YOU'VE GOT MY ATTENTION.

GOOD.

I HOPE YOU WON'T MIND---

--IF I FILL YOU IN WHILE I COMPLETE MY DAILY WORKOUT.

TWO WEEKS AGO, REBEL FORCES OVERTHREW THE RULING MONARCHY OF *BELGRIUN*--

--A NEIGHBOR AND FORMER ALLY OF *SYMKARIA*.

THE ROYAL FAMILY IS BEING HELD HOSTAGE--

--AND CERTAIN SYMPATHETIC PARTIES HAVE HIRED *SILVER SABLE INTERNATIONAL* TO OBTAIN THEIR RELEASE--

--BY *ANY* MEANS POSSIBLE!

SOUNDS LIKE YOUR USUAL GIG.

BUT I NEVER HEARD OF *BELWHATISIS* UNTIL YOU MENTIONED IT.

WHAT DOES ANY OF THIS HAVE TO DO WITH ME?

THE REBELS HAD HELP.

THEY EMPLOYED SUPER-POWERED MERCENARIES.

REMEMBER THE *SINISTER SYNDICATE?*

THE RHINO, BOOMERANG, SPEED DEMON, HYDRO-MAN AND THE BEETLE--YOU HELPED ME DEFEAT THEM ONCE BEFORE.

THEY'RE THE ONES WHO ARE PRESENTLY HOLDING THE ROYAL FAMILY.

I CAN SEE WHY YOU NEED A PET SUPER HERO, BUT I'M ONLY A FRIENDLY *NEIGHBORHOOD* TYPE-- AND BELGRIUN IS WAY *OUTSIDE* MY TURF.

YOU SHOULD TRY CALLING THE *AVENGERS.*

THERE'S A MINOR COMPLICATION.

THE KING WAS A BIT OF A *TYRANT*--

--AND THE REBELS ARE PROMISING TO BRING DEMOCRACY TO BELGRIUN.

SAY *WHAAAAAAH?!*

YOU WANT ME TO SAVE THE *BAD* GUY?

WHAT WOULD WE DO FOR AN ENCORE? FLOG *CAPTAIN AMERICA* OR SPIT IN SOME APPLE PIES?!

YOU'RE *CERTIFIABLE*, LADY! I'LL BET YOU'D DO *ANYTHING* FOR A BUCK!

THIS ISN'T ABOUT MONEY, SPIDER-MAN!

SSHLLINK

WHAT *IS* IT ABOUT?

DO THE BELGRIUNS MAKE AN EXCEPTIONALLY TASTY SAUSAGE?

THE KING HAS AN *ELEVEN-YEAR-OLD DAUGHTER* WHO IS BEING HELD WITH HIM--

--AND THE REBELS WON'T HESITATE TO *KILL* HER.

MY MOTHER WAS *MURDERED* BY TERRORISTS--*MEN WHO BELIEVED THAT THEIR POLITICS GAVE THEM THE RIGHT TO SLAUGHTER INNOCENT PEOPLE!*

I WILL NOT ALLOW A LITTLE GIRL TO *DIE*--OR GROW UP *PARENTLESS*--BECAUSE I DID NOTHING.

I'VE NEVER KNOWN WHAT MOTIVATES YOU, SPIDER-MAN.

IF YOU WON'T HELP ME FOR A SHARE OF THE MONEY--

--HOW DO YOU FEEL ABOUT SAVING A CHILD?

LOOK OUTSIDE, HIGHNESS! SEE HOW THE PEOPLE *CELEBRATE* YOUR DOWNFALL!

THEY *PARTY* IN THE STREETS, AND *SPIT* AT THE MERE MENTION OF YOUR NAME!

YOU THINK I CARE HOW THOSE PEASANTS VIEW ME?

I HAVE NO NEED OF THEIR APPROVAL.

TELL ME, GREGARI... DO YOU HAVE CHILDREN?

TWO SONS, HIGHNESS.

WHY DO YOU ASK?

RELEASE ME AND MY DAUGHTER NOW...AND I WILL CONSIDER SPARING THEM WHEN I RETURN TO POWER.

OTHERWISE, THEY WILL HANG WITH THE REST OF YOUR RABBLE.

I SEE I HAVE OFFENDED YOU.

SUCH A *PITY!*

HOWEVER, BEFORE YOU GO, I DEMAND THAT YOU REINSTATE MY PERSONAL CHEF.

LAST NIGHT'S PHEASANT LACKED THE PROPER SEASONINGS.

GUY'S A REAL SWEETHEART!

I'M SURPRISED YOU FEED HIM AT ALL.

HE CAN'T HELP HIMSELF. HIS FAMILY HAS RULED FOR GENERATIONS--

--AND HE WAS RAISED TO BELIEVE HE'S BETTER THAN THE REST OF US.

ENOUGH OF HIM! MY PEOPLE OWE YOU A GREAT DEBT, MY WINGED FRIEND.

YOU AND YOUR ASSOCIATES HAVE FINALLY BROUGHT *FREEDOM* TO BELGRIUN!

GLAD WE COULD HELP!

IT'S NICE TO PLAY THE *HERO* FOR ONCE, AND TO HAVE THE RESPECT OF A GOOD MAN LIKE *GREGARI* WHO SINCERELY BELIEVES IN HIS CAUSE.

TOO BAD IT'S ALL A *SHAM!*

MY MEN AND I COULDN'T CARE LESS ABOUT BELGRIUN AND ITS FREEDOM.

WE'RE JUST IN IT FOR THE MONEY.

BUT I'M STARTING TO QUESTION WHETHER EVEN THAT'S WORTH THE GRIEF OF RIDING HERD OVER--

--THIS MISERABLE BAND OF *SOCIOPATHS!*

I'M WARNING YOU, *HYDRO-MAN--* *QUIT LEAKING ALL OVER THE PLACE!*

AFRAID YA'LL SLIP AND BREAK YER NECK, *SPEED DEMON?*

TOUGH!!

FASCINATING! ACCORDING TO THEIR MANIFESTO, THE REBELS PLAN TO IMPROVE THE QUALITY OF EVERY BELGRIUN'S LIFE.

I'M MORE INTERESTED IN OUR OWN WELL-BEING, *RHINO--*

--AND IT WOULD CERTAINLY IMPROVE IF *I* RAN THINGS INSTEAD OF THE *BEETLE!*

QUIT YER *BELLYACHING,* SPEED DEMON, OR I'LL JUST-- *HEY!* WHERE'D YA GO?

RIGHT *BEHIND* YOU, WET HEAD--!

SPLO

W-WATCH OUT, YOU CARELESS FOOL!

SEE WHAT YOU'VE DONE? YOU SHOULD HAVE KNOWN THE SPEED DEMON WOULD EVADE YOUR STUPID SPURT!

AWRIGHT, BOOMERANG! I'LL ADMIT I SCREWED UP--

--BUT IT AIN'T LIKE A LITTLE WATER'S GONNA KILL YA!

MAYBE NOT, BUT LET'S SEE HOW WELL YOU SURVIVE AGAINST MY *BLASTERANG!*

KA WHOOOM

WH-- *WHO DARES DISTURB THE RHINO?*

SHUT UP, SPEED DEMON--AND STOP SPREADING DISSENTION!

I WANT EVERYONE TO CALM DOWN-- AND I MEAN NOW!

I'M GOING TO MEET THE *BIG MAN,* AND HE WON'T BE HAPPY TO HEAR YOU *FIGHTING* AMONG YOUR-SELVES.

I'LL GIVE YOU A HINT, FATS-- *HE'S THE GUY WHO'S SUPPOSED TO HAVE THE BEST AIM!*

GO AHEAD AND FLATTEN HIM-- *I DARE YA!*

C-COME ON, BEETLE-- THERE'S NO NEED TO INVOLVE HIM.

W-WE'RE JUST LETTING OFF A LITTLE STEAM.

THE MERE MENTION OF THE BOSS WAS ENOUGH TO QUIET THESE ANIMALS DOWN.

THEY'RE ALL TERRIFIED OF HIM...AND I CAN'T BLAME THEM.

WHERE HAVE YOU *BEEN,* BEETLE?

I AM ANXIOUS TO HEAR YOUR REPORT.

S-SORRY, SIR.

I WAS WITH GREGARI.

EVERYTHING IS MOVING ACCORDING TO PLAN.

HE AND HIS FREEDOM FIGHTERS STILL BELIEVE WE'RE ACTUALLY HERE TO HELP.

THEY HAVEN'T THE FAINTEST INKLING OF OUR REAL OBJECTIVE.

EXCELLENT!

BUT BE PREPARED!

THOUGH THE UNITED STATES WILL ALMOST CERTAINLY ACKNOWLEDGE GRAGARI'S NEW GOVERNMENT--

--THE KING STILL HAS POWERFUL FRIENDS.

IF WE TRULY INTEND TO LOOT THE ROYAL TREASURY OF ITS UNTOLD RICHES--

--WE MUST BE PREPARED FOR *COMPANY.*

GOTTA ADMIT, SILVER...

I'M A TAD DISAPPOINTED WITH THE ACCOMMODATIONS.

I ASSUMED YOU TRAVELED *FIRST CLASS.*

I USUALLY DO.

WHEN CIRCUMSTANCES PERMIT.

SINCE WE HAVE TO COME IN UNDER RADAR, I'VE EQUIPPED YOU WITH SPECIAL CHUTES DESIGNED FOR SHORT DROPS.

EXPECT A ROUGH LANDING!

DO THEY COME WITH AN AIRSICKNESS BAG, OR SHOULD I BRING MY OWN?

YOU'RE A REGULAR ANDY KAUFMAN, PAL.

NEVER THOUGHT HE WAS FUNNY EITHER.

BY THE WAY, I LIKE YOUR NEW SUIT. MAKES YA LOOK ALL SLEEK AND EDGY, BUT I'M WONDERIN' HOW THE RUBES REACT TO IT.

YA EVER MISTAKEN FOR A *VILLAIN?*

ABOUT AS OFTEN AS YOU'RE MISTAKEN FOR A *HERO!*

HEY! I TELL YA I'M A CHANGED MAN.

FOR HOW LONG--?

STOP TALKING, AND *JUMP!*

TRY TO KEEP TOGETHER!

WE CAN'T WASTE TIME FUMBLING IN THE DARK FOR EACH OTHER.

WE'RE ON A STRICT SCHEDULE!

OKAY, OKAY...BUT I HOPE YOU FACTORED IN AN OCCASIONAL COFFEE BREAK.

I HAVE A HUNCH WE'LL NEED THE CAFFEINE TO MAKE IT THROUGH THE NIGHT.

TALK ABOUT ANOTHER FINE MESS! HOW'D I EVER LET MYSELF GET CONNED INTO THIS CRAZY MISSION?

I DON'T TRUST SABLE, AND CAN'T BELIEVE THE SANDMAN'S REALLY ON THE LEVEL.

IF IT WEREN'T FOR THE KING'S CHILD, I WOULDN'T-- *UH-OH!*

FLARES--!

SABLE! SANDMAN! IT'S THE REBELS!

WE'RE BEING TARGETED--!

KSSAK!

KSSAK!

KSSAK!

TIME TO DITCH THE CHUTE, AND MAKE LIKE A HERO!

THANKS TO MY SPIDER-LIKE AGILITY, I SHOULDN'T HAVE ANY PROBLEM CONTROLLING MY RATE OF DESCENT.

SABLE! YOU AND SANDMAN TRY TO GET TO *SAFETY*--

--WHILE I *DISTRACT* OUR WELCOMING COMMITTEE!

<*HURRY!* THAT DARK-SUITED COMMANDO LANDED SOMEWHERE IN THIS AREA.>

<WHAT ABOUT HIS COMPANIONS?>

<THE WIND CARRIED THEM DIRECTLY TOWARD OUR BROTHERS-IN-ARMS WHO WERE WAITING ON THE NORTH RIDGE!>

HOO-BOY! I LOST SIGHT OF SILVER AND SANDY ON THE WAY DOWN. THE FOREST IS CRAWLING WITH REBELS, AND I DON'T EVEN SPEAK THE LANGUAGE.

THANKS TO THE WAY MY SPIDER-SENSE WARNS ME OF APPROACHING DANGER, I CAN AVOID BEING SPOTTED--

--BUT I HAVE TO LINK UP WITH THE REST OF MY PARTY IF I EVER EXPECT TO RETURN HOME.

SILVER DOESN'T LEAVE ANYTHING TO CHANCE. SHE ESTABLISHED A RENDEZVOUS POINT IN THE EVENT WE WERE SEPARATED.

I JUST HAVE TO REACH IT.

AND I WILL--

--WITH A LITTLE HELP FROM THIS FRIENDLY STRAGGLER!

THWIP

SMAKT

THANKS TO MY VANTAGE POINT, I COULD SEE THE CITY IN THE DISTANCE.

WITH A GOOD FOOT AND A LITTLE LUCK, I'LL REACH IT BY DAYBREAK.

I JUST HOPE I REMEMBER THE MAP SILVER SHOWED ME, AND CAN FIND MY WAY AROUND.

LOOKS LIKE I HAVE A LONG NIGHT AHEAD OF ME!

ISN'T THIS *GREAT*, COMRADES?

THERE'S NOTHING LIKE A MORNING PARADE TO GET THE HEART PUMPING!

>SIGH< I JUST WISH THEY COULD PICK UP THE PACE. I'M DYING OF BOREDOM.

SMILE, BOOMERANG THESE PEOPLE ARE GOING OUT OF THEIR WAY TO HONOR US.

AT LEAST *PRETEND* TO APPRECIATE THEM!

WHAT ABOUT YOU, BEETLE? YOU *ALSO MAKING BELIEVE--*

--OR ARE YOU *BUYING* INTO THIS WHOLE HERO CHARADE?

DON'T WORRY ABOUT ME! I HAVEN'T FORGOTTEN THE REAL REASON WE'RE--

--HEADS UP, TEAM! I'M PICKING UP A RADIO REPORT FROM ONE OF OUR BORDER PATROLS.

SEEMS SOME UNINVITED GUESTS DROPPED IN LAST NIGHT.

THEY MUST BE ROYALISTS WISHING TO RESTORE THE OLD REGIME!

LET 'EM COME-- WHOEVER THEY ARE-- WE COULD DO WITH A LITTLE ACTION!

YEAH, YEAH, SO LET'S FIND THEM ALREADY!

>WHEW< THE WALK TOOK LONGER THAN I THOUGHT, BUT IT DID GIVE ME A CHANCE TO SEE HOW HAPPY THESE PEOPLE SEEM TO BE WITH THEIR NEW GOVERNMENT.

COMING HERE WAS A BIG MISTAKE!

THE LOCALS OBVIOUSLY SUPPORT THE *REBELS* AND THE *SINISTER SYNDICATE.*

TALK ABOUT IRONIC! THE BEETLE AND HIS GANG ARE WANTED CRIMINALS IN MY COUNTRY, BUT THEY'RE *HEROES* HERE AND-- *UH-OH!*

I DON'T LIKE THE WAY THAT WOMAN'S STARING AT ME.

<DEMITROS--?!>

<MY APOLOGIES, SIR. MY NEPHEW WEARS A COAT AND SCARF VERY SIMILAR TO YOURS.>

THIS ISN'T GOOD.

SHE COULD BE ASKING ME ANYTHING FROM DIRECTIONS TO THE NEAREST McDONALDS--

--TO THE REBELS' SECRET PASSWORD.

IT'S TIME I WAS ELSEWHERE.

<IS SOMETHING WRONG, GRANDMOTHER?>

<THAT YOUNG MAN SEEMS CONFUSED AND NERVOUS.>

<HE MAY NEED HELP.>

<WHO IS HE? WHY IS HE RUNNING AWAY?>

<MAYBE HE'S SICK.>

<WE SHOULD CALL A DOCTOR.>

OH, GREAT! THEY'RE CIRCLING AROUND ME-- TRYING TO CUT OFF MY ESCAPE!

I'D BETTER DITCH THE BOOTS, AND HEAD FOR THE ROOFTOPS.

<WHAT MADNESS IS THIS--?!>

<N-NO NORMAL MAN CAN CRAWL LIKE THAT.>

<WE'D BETTER ALERT THE AUTHORITIES!>

SO MUCH FOR TRYING TO BLEND IN!

I SHOULD HAVE KNOWN IT WOULDN'T WORK.

GUYS WHO CAN SLING WEBS AND CRAWL WALLS TEND TO STAND OUT.

I'D BETTER STICK TO THE SHADOWS UNTIL I CAN FIGURE OUT A WAY TO LINK UP WITH SILVER AND SANDY.

IT'S ONLY A MATTER OF TIME BEFORE SOMEONE RATS ME OUT TO THE SINISTER SYNDICATE, AND--

CWOOM

GRAAAAK

BTAK

THOK

WHAP

RUABADA RWTAMM

WELCOME TO BELGRIUN, SPIDER-MAN!

I'M SURPRISED YOU FOLLOWED US HERE. ESPECIALLY SINCE YOUR OWN GOVERNMENT SEEMS TO *APPROVE* OF OUR EFFORTS TO HELP FREE THESE PEOPLE.

WHY HAVE YOU COME? WHAT DO YOU WANT?

WOULD YOU BELIEVE I'VE DEVELOPED A TASTE FOR THE LOCAL LIVER-WURST?

>UGNN< TALK ABOUT SERIOUS TROUBLE!

MY MIND'S STILL ON THE SLUGGISH SIDE AFTER MY ALL-NIGHT WALK--

--AND MY REFLEXES ARE HARDLY AT THEIR SHARPEST.

BUT I MUSN'T PANIC!

I JUST HAVE TO FIND A WAY TO DAZZLE THESE STIFFS WITH SOME FANCY SPIDER-MOVES UNTIL I CAN BEAT A HASTY RETREAT, AND-- >URRPPP<

NOT SO FAST, WEBS!

YOU'RE NOT GOING ANYWHERE NOW THAT I'VE CUT OFF YOUR *AIR!*

THAT'S ENOUGH!

WE NEED HIM TO REMAIN CONSCIOUS SO THAT WE CAN QUESTION HIM.

SPIDER-MAN DOESN'T HAVE THE RESOURCES TO SNEAK INTO BELGRIUN ON HIS OWN. WE HAVE TO LEARN *WHO'S* FUNDING HIM, AND *WHY!*

BLAH! BLAH! BLAH! I DON'T CARE ABOUT ANY OF THAT GARBAGE!

I HATE SPIDER-MAN, AND HAVE WAITED YEARS FOR AN OPPORTUNITY LIKE THIS.

I SAY WE KILL HIM NOW, AND WORRY ABOUT HIS FRIENDS LATER.

BE CAREFUL, BOOMERANG! DON'T GET TOO CLOSE!

HE'S NEVER AS HELPLESS AS HE APPEARS.

WILL YOU PLEASE GET OFF MY BACK, BEETLE? I KNOW EXACTLY WHAT I'M DOING.

EEEYIIII!

DO YOU?

GOOD.

I'D HATE TO BE ACCUSED OF TAKING ADVANTAGE OF THE INTELLECTUALLY IMPAIRED.

I WARNED YOU TO KEEP YOUR DISTANCE, YOU ARROGANT FOOL.

BUT I >SIGH< SHOULD HAVE REALIZED YOU'D RESORT TO TYPE.

NOT TO WORRY!

I'VE BEEN SLOWLY CHARGING UP MY *ELCTRO-BITE--*

--FOR A MASSIVE DISCHARGE!

ZZZRAAK

IMPRESSIVE, COMRADE BEETLE...BUT SHOULDN'T WE RUSH DOWN THERE?

THE TOWNSPEOPLE ARE NO MATCH FOR SPIDER-MAN.

ON THE CONTRARY, RHINO...

"HE'S HELPLESS AGAINST THEM.

"HE DARE NOT USE HIS AMAZING POWERS.

"HE CAN'T RISK INJURING INNOCENT CIVILIANS.

"THE POOR GUY'S DESTINED TO LOSE--

"--BECAUSE HE'S A REAL *HERO!*"

EXCELLENT!

THOUGH I ANTICIPATED THE ARRIVAL OF FOREIGN AGITATORS, I NEVER EXPECTED TO SEE *SPIDER-MAN.*

WHAT A TRULY DELIGHTFUL SURPRISE!

THE KING OF BELGRIUN HAS BEEN SYSTEMATICALLY BILKING HIS CITIZENS FOR YEARS.

NOT ONLY WILL I RELIEVE HIS ROYAL TREASURY OF A VAST FORTUNE--

--BUT I WILL ALSO HAVE THE EXQUISITE PLEASURE OF *DESTROYING* MY GREATEST ENEMY!

SPIDER-MAN WILL BE DENOUNCED AS A *SPY* AND AN *ENEMY* OF THE PEOPLE OF BELGRIUN--

--AND HE WILL BE EXECUTED AT THE COMMAND OF DOCTOR OCTOPUS!

TO BE CONTINUED--!

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WEBSPINNERS™ TALES OF SPIDER-MAN®

APPROVED BY THE COMICS CODE AUTHORITY

#18

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DEFALCO
FRENZ
McLEOD

AT A DEMONSTRATION ON RADIOLOGY, HIGH SCHOOL STUDENT **PETER PARKER** WAS BITTEN BY AN IRRADIATED SPIDER FROM WHICH HE GAINED THE ARACHNID'S INCREDIBLE ABILITIES. WHEN A BURGLAR KILLED HIS BELOVED UNCLE BEN, A GRIEF-STRICKEN PETER VOWED TO USE HIS GREAT POWERS IN THE SERVICE OF HIS FELLOW MAN, BECAUSE HE LEARNED AN INVALUABLE LESSON: WITH GREAT POWER MUST ALSO COME GREAT RESPONSIBILITY. STAN LEE PRESENTS:

THE AMAZING SPIDER-MAN!

HERO OF THE PEOPLE! PART 2

WHAT A DIFFERENCE A DAY MAKES!

(OR TWO DAYS IN THIS PARTICULAR CASE.)

FORTY-EIGHT HOURS AGO I WAS MINDING MY OWN BUSINESS, WEB-SWINGING ACROSS THE ISLE OF MANHATTAN.

THAT'S WHEN I RAN INTO THE RECENTLY REFORMED **SANDMAN** AND HIS NEW BOSS, **SILVER SABLE**, THE INTERNATIONAL BOUNTY HUNTER.

THEY SOMEHOW CONNED ME INTO JOINING THEM ON A DESPERATE RESCUE MISSION TO THE TINY BALKAN NATION OF **BELGRIUN.**

EVERYTHING WAS GOING JUST FINE UNTIL WE WERE SEPARATED--

--AND I GOT CAPTURED.

YOU CAME A LONG WAY TO DIE, SPIDER-MAN!

WHAT CAN I SAY? I HAD A BUNCH OF FREQUENT FLYER MILES THAT WERE ABOUT TO EXPIRE.

NOTE: THIS STORY OCCURS BETWEEN THE EVENTS IN AMAZING SPIDER-MAN #288 AND 289. --RESEARCHIN' RALF

TOM DEFALCO & RON FRENZ	BOB MCLEOD	SHARPEFONT & PT	MARK BERNARDO	RALPH MACCHIO	BOB HARRAS
SCRIPT, PLOT & PENCILS	FINISHED ART	LETTERING	COLORING	EDITOR	EDITOR IN CHIEF

SAVE THE WISECRACKS! I DOUBT THE BELGRIUNS SPEAK ENOUGH ENGLISH TO APPRECIATE 'EM. THEY JUST WANT YOUR BLOOD.

THEY SEE YOU AS THE BAD GUY.

AS OPPOSED TO THE WAY THE *DAILY BUGLE* USUALLY PORTRAYS ME.

WHY IS THE *SINISTER SYNDICATE* REALLY HERE, *BOOMERANG?*

HAVEN'T YOU HEARD? MY TEAM-MATES AND I CAME TO LIBERATE THESE POOR PEASANTS FROM A WICKED TYRANT.

WHICH REMINDS ME-- *SERGEANT!* I BELIEVE IT'S ALMOST CURFEW TIME.

BRRRPPT!

<ATTENION! *ATTENTION!* YOU MUST ALL RETURN TO YOUR HOMES.>

<FOR EVERYONE'S SAFETY, BELGRIUN IS STILL UNDER MARTIAL LAW.>

<WHY ARE YOU HESITATING?>

<THE STREETS MUST BE CLEARED BEFORE DARKNESS FALLS.>

YOU TALKIN' T'*ME*, PALLY?

THAT'S A REAL SHAME.

'CAUSE I WUS REALLY HOPIN' T'SNATCH THE WEBHEAD--

--*WITHOUT PLAYIN' THE VIOLENCE CARD!*

QTWAM

VERY *SUBTLE*, SANDMAN.

I BELIEVE MY INSTRUCTIONS WERE TO *MINGLE* WITH THE CROWD, AND *AVOID* DRAWING UNNECESSARY ATTENTION.

OOPS!

CLUMSY ME!

BUT I FIGURED SPIDEY COULD USE THE ASSIST.

THE WEB-SLINGER'S ON HIS OWN AS FAR AS I'M CONCERNED.

WE'RE ONLY HERE TO RESCUE THE FORMER KING AND HIS DAUGHTER.

HEY, EVERYBODY! CALM DOWN! THERE'S NO NEED TO PANIC!

THERE'S JUST *TWO* OF 'EM!

BOOMERANG'S NOT COUNTING ME.

WHY SHOULD HE?

FOR THE LAST FEW HOURS I'VE BEEN PUMMELED BY THE PEASANTRY, PELTED BY THEIR ROTTEN VEGETABLES, AND-- UH-OH! THAT CHILD'S ABOUT TO BE TRAMPLED!

LUCKY FOR HER--THOUGH NOT FOR BOOMERANG--HAVING THE PROPORTIONATE STRENGTH AND ENDURANCE OF A SPIDER MEANS THAT--

*--I CAN ACTUALLY **REGAIN** MY POWER WHILE STILL TAKING A **BEATING**!*

NOT MY FAVORITE MODE OF RECOVERY, BUT IT SURE COMES IN HANDY!

WITH A QUICK TWENTY-FOOT LEAP, I REACH THE CHILD...

HANG ON, KID! WE'RE GOING FOR A LITTLE RIDE.

<G-GET AWAY FROM ME!>

<Y-YOU'RE HERE TO HELP THE OLD KING-- THE MONSTER WHO IMPRISONED MY FATHER.>

EEYIII!

TAKE IT EASY, HONEY! I'LL GET YOU TO SAFETY!

THE POOR CHILD'S IN A REAL PANIC, AND THIS WILD ROLLER COASTER RIDE ISN'T HELPING!

NO SOONER DO I LAND THAN SHE LEAPS INTO THE ARMS OF A WOMAN I ASSUME IS HER MOTHER.

<YOU MURDEROUS PIG! I PRAY THAT YOU AND THE REST OF THE KING'S MEN DIE IN AGONY!>

UHHH...

YOU'RE WELCOME.

I THINK.

DON'T JUST STAND THERE, YOU FOOL! WE MAY HAVE LOST THE ELEMENT OF SURPRISE THANKS TO YOUR INCOMPETENCE, BUT WE STILL HAVE A MISSION TO FINISH.

NICE TO SEE YOU, TOO... BUT WHAT ABOUT BOOMERANG?

HE'LL BE OUT FOR AN HOUR OR SO THANKS TO A GAS GRENADE.

LET'S MOVE! I KNOW A SECRET ENTRANCE INTO--

"--THE CASTLE!"

<WE HAVE ALREADY CAPTURED ONE OF THE SPIES SENT TO RESCUE YOU, HIGHNESS-->

<--AND ARE CLOSING IN ON THE OTHERS!>

<MORE WILL BE SENT, GREGARI.>

<I HAVE MANY POWERFUL FRIENDS.>

<NOT AS MANY AS YOU'D LIKE TO BELIEVE! YOUR DAY IS OVER, HIGHNESS.>

<YOU MUST ACCEPT THE FACT, AND PUBLICLY EMBRACE OUR NEW GOVERNMENT--AND I WILL PERSONALLY GUARANTEE YOUR FREEDOM AND YOUR LIFE.>

<AND WHAT OF MY PERSONAL POSSESSIONS?>

<IF YOU'RE REFERRING TO THE RICHES AND OBJETS D'ART YOU'VE STOLEN FROM YOUR CITIZENS, THEY SHALL--*OF COURSE*--BE RETURNED TO THEIR RIGHTFUL OWNERS.>

<*GREGARI!* I BRING IMPORTANT NEWS--!>

<CAN'T IT WAIT, HANS?>

<I FEAR NOT... >

<GUARDS! PLEASE WATCH HIS HIGHNESS AND THE PRINCESS... WHILE I... ATTEND TO MATTERS OF STATE.>

SLAMMM

<WHERE ARE OUR AMERICAN FRIENDS?>

<THEY MUST BE IMMEDIATELY INFORMED OF THIS RIOT IN THE TOWN SQUARE.>

H-HOW DARE YOU ENTER THE KING'S PRIVATE STOREROOM?

WHAT ARE YOU DOING IN HERE?

WHAT'S IT LOOK LIKE, BUDDY BOY? WE'RE PICKING UP OUR *BACK PAY*--

--AND A BIG *BONUS* FOR A JOB WELL DONE!

TAKE IT EASY, GREGARI! I CAN EXPLAIN EVERYTHING!

CAN YOU, BEETLE? I THOUGHT YOU AND YOUR ASSOCIATES WERE HERE TO FREE US FROM OPPRESSION.

I... *WE* TRUSTED YOU!

THESE RICHES BELONG TO THE PEOPLE OF BELGRIUN.

I WILL NOT ALLOW YOU TO STEAL OUR ONLY HOPE FOR A DECENT FUTURE.

DON'T BE A FOOL, GREGARI! YOU CAN'T POSSIBLY STOP US.

PLEASE DROP THAT GUN, BEFORE--

DON'T WASTE YOUR BREATH, BEETLE--!

ARRRK

ONE CANNOT REASON WITH FANATICS.

SNAP!

W-WAS IT REALLY NECESSARY TO KILL HIM. DOCTOR OCTOPUS?

NECESSARY, NO.

EXPEDIENT, *YES!*

DO YOU HAVE A PROBLEM WITH MY SOLUTION--?

UHHHH...

NO.

I GUESS NOT.

HEY, GUYS! WE GOT TROUBLE.

SPIDER-MAN AND HIS PALS ARE NOWHERE TO BE FOUND, AND BOOMERANG'S SLEEPING OFF A MICKEY AT THE LOCAL SAWBONES.

GENTLEMEN, I SUGGEST WE HASTEN OUR DEPARTURE.

SPEED DEMON, I ASSUME YOU REMEMBER WHERE I TOLD YOU TO PLANT THOSE CHARGES.

NO PROBLEM! THEY'LL CREATE A NICE LITTLE DIVERSION TO COVER OUR ESCAPE.

HYDRO-MAN! I'VE DECIDED TO ADD A NEW WRINKLE TO OUR EXIT STRATEGY.

PLEASE DISPOSE OF THE KING, HIS DAUGHTER AND EVERYONE ELSE YOU RUN ACROSS.

YOU GOT IT, OCK!

W-WHAT--?!

I THOUGHT THE PLAN WAS TO CON THE REBELS, AND RIP OFF THE TREASURY.

YOU NEVER SAID ANYTHING ABOUT COLD-BLOODED *MURDER!*

DIDN'T I--?

PITY.

I HOPE YOU HAVEN'T STARTED TO BELIEVE YOUR OWN PRESS, BEETLE.

THE PEOPLE OF BELGRIUN MAY THINK OF YOU AS A HERO, BUT WE BOTH KNOW THE TRUTH.

YOU'RE ONLY A PETTY COSTUMED *THIEF.*

TO THINK OTHERWISE COULD PROVE RATHER *HAZARDOUS* TO YOUR HEALTH.

SKRUTCH!

GOTTA HAND IT TO OCK! WITHOUT ANY WITNESSES, NO ONE CAN TIE US TO THIS HEIST OR-- *HEY!*

LOOKS LIKE SOMEBODY ALREADY BEAT ME HERE.

BUT IT COULDN'T HAVE BEEN ONE OF OUR GUYS BECAUSE THESE GUYS ARE STILL *BREATHIN'--!*

SOMETHIN' DON'T SMELL RIGHT! I'D BETTER SCOPE OUT THE BACK CORRIDOR BEFORE-- *WHOA!*

I KNOW YOU--!

YOU SHOULD. THE NAME'S *SILVER SABLE.* I KICKED YOUR TEAM'S BUTT THE LAST TIME WE MET--

--AND I INTEND TO DO SO, AGAIN!

STAY BEHIND ME, YOUR HIGHNESS--AND DO EVERYTHING I SAY.

CAREFUL HOW YOU SPEAK TO ME, YOUNG LADY. I AM NOT ACCUSTOMED TO ORDERS.

DADDY, *PLEASE--!*

SUIT YOURSELF, SIR...BUT I CAN'T GUARANTEE YOUR SAFETY UNLESS YOU LISTEN.

I HATE T'RUSH YA, BLONDIE, BUT I GOT PEOPLE WAITIN'.

SHWOOM

HOWS ABOUT WE SKIP THE USUAL BANTER--

--AND CUT RIGHT TO THE PART WHERE YOU GET REAL *WET* AND TOTALLY *WASTED!*

THIS ISN'T WORKING OUT THE WAY I PLANNED.

SURE, WE'RE GOING TO HAUL OFF A FORTUNE IN GOLD, JEWELS AND WHATEVER... BUT...I...

...I REALLY *LIKED* GREGARI.

HE WAS A GOOD MAN WHO WAS DEDICATED TO HIS PEOPLE--

--AND HE... HE BELIEVED IN *ME.*

HEY, RHINO! I'M GLAD THE SINISTER SYNDICATE STILL HAS A PLACE FOR A STRONG MAN AND A WEAK MIND.

SANDMAN! IT'S BEEN AWHILE, OLD FRIEND.

I ASSUME YOU'RE STILL SILVER SABLE'S LAP DOG.

BETTER'N THAN BEIN' USED AS A BEAST'A BURDEN BY A BUNCH'A PSYCHOS!

OR SO YOU'D LIKE TO BELIEVE!

I SUPPOSE WE SHOULD FIGHT...

NOW *THAT'S* SOMETHING WE CAN AGREE ON!

I...I LIKED PLAYING THE HERO.

I KNOW IT WAS ALL A BIG CHARADE, BUT I'M GOING TO MISS THE CHEERS OF THE CROWD.

I ALMOST WISH-- *AHHH!* WHO AM I KIDDING?!

YOU *OKAY*, BEETLE? YOU LOOK A LITTLE DOWN.

OH... *GREAT!*

KWI-TWAKK

MAYBE A GOOD *HOO-HA* WILL GET THE OLD HEART PUMPING, AND RESTORE YOU TO YOUR USUAL CHEERFUL SELF!

SWOOMP

YOU GET THAT ONE FOR FREE, SPIDER-MAN... BECAUSE I DESERVE IT.

I'M IN NO MOOD FOR A FIGHT. WHY DON'T YOU JUST SAVE THE KING AND HIS DAUGHTER?

SOMEONE ELSE IS ALREADY ON THEM. I GET TO PLAY WITH YOU AND YOUR FRIENDS.

DOES THAT INCLUDE *DOCTOR OCTOPUS?*

YEAH...

...REAL GENEROUS.

SIGH

O-OCK'S HERE--?

SWELL!

YOU KNOW, IF YOU'RE REALLY NOT UP FOR A FIGHT... I'LL GLADLY ACCEPT YOUR SURRENDER.

LET'S JUST GET THIS *DONE!*

SHRAKOW

I WAS SURPRISED -- *AND MORE THAN A LITTLE DISAPPOINTED--* TO HEAR THAT YOU'RE SHILLING FOR A MONEY-HUNGRY MERC LIKE *SILVER SABLE!*

SHE PAY YOU BY THE *HOUR--*

--OR DO YOU GET A *FLAT FEE?*

RWUNK-K-K!

NEITHER!

I'M STRICTLY VOLUNTEER!

UNLIKE YOU AND YOUR FRIENDS, I'M A GENUINE *HUMANITARIAN!*

A HASTILY TWISTED WAD OF WEBBING CUSHIONS MY FIST AS I HAMMER HIS ARMORED SHELL.

BULL! YOU CAME TO FREE A TYRANT WHO *ROBBED* HIS PEOPLE AND *IMPRISONED* ANYONE WHO COMPLAINED!

S-SILVER TOLD ME HE HAS A DAUGHTER.

YOU THINK THE REBELS HE HUNG WERE *CHILDLESS?*

GROW UP, SPIDER-MAN! SABLE'S USING YOU TO COLLECT A FAT PAY-CHECK!

YEAH, WELL, MAYBE, BUT I-- *HEY!*

I-IS *THAT* WHAT I THINK IT IS?!

SHEESH I DON'T KNOW *HOW* YOU COULD HAVE SPOTTED THAT CHARGE.

YOU MUST BE PSYCHIC OR SOMETHING.

YEAH, THE CASTLE'S SLATED FOR *DEMOLITION.*

IF YOU KNOW ANYONE WHO WANTS TO PLAY HERO, THE DETONATOR'S DOWNSTAIRS.

GIVE IT UP, SABLE! YOU'RE DESTINED T'*DROWN*, AND WE BOTH KNOW IT!

YER ONLY A GLORIFIED *ATHLETE*, AND IT AIN'T LIKE THOSE STUPID *DISCS* CAN HURT ME.

MAYBE THEY *CAN'T*--

--BUT YOU'RE *NOT* THEIR TARGET!

THERE! BETTER LUCK NEXT TIME, HYDRO-MAN.

THE *FIXTURE* ISN'T MUCH OF A THREAT, MY FRIEND--

--BUT THE ELECTRICITY RUNNING THROUGH IT WILL CERTAINLY BE QUITE *SHOCKING!*

LET'S MOVE, YOUR HIGHNESS! WE STILL HAVE A LONG WAY TO GO BEFORE YOU AND YOUR DAUGHTER ARE SAFE.

Y-YOU ARE A MOST REMARKABLE YOUNG WOMAN.

KEEP THAT IN MND WHEN YOU RECEIVE MY BILL.

W-WHAT ARE YA TALKIN' ABOUT? YOU THINK I'M AFRAID OF SOME CHANDELIER?

I'LL JUST WASH OVER IT!

KA-ZAKK

SILVER CONNED ME! SHE PLAYED ME FOR A PRIZE CHUMP, APPEALING TO MY SENSE OF RESPONSIBILITY--

7:42

--WHILE CONVENIENTLY FORGETTING TO MENTION HER FEE!

I'M HALF-TEMPTED TO DITCH THIS SCENE, AND-- UH-OH!

HI, DOC!

DO MAKE YOURSELF AT HOME, SPIDER-MAN.

I ASSUME YOU'VE COME TO DISENGAGE MY DETONATOR.

THE THOUGHT HAD CROSSED MY MIND--

--BUT IT SOUNDS *SO DIRTY* WHEN YOU SAY IT!

TOUGH!

KRAK

KRAK

KRAK

WE'VE ALREADY INVESTED TOO MUCH TIME AND EFFORT IN THIS SCAM.

GREAT! SPEED DEMON AND DOCTOR OCTOPUS-- AND THEY'RE BOTH OUT FOR BLOOD!

MY BLOOD!

BUT MAYBE I CAN USE THAT TO MY ADVANTAGE!

GOTTA TIME THIS JUST RIGHT! I HAVE TO TRUST MY SPIDER-SENSE TO WARN ME OF THE PRECISE MOMENT WHEN I MUST LEAP OUT OF THE--NOW!

HEY! WHAT'S THE BIG I--*UFFT*

YOU TWO LOOK LIKE YOU'D PREFER TO BE *ALONE.*

NO *PROBLEM!* YOU CAN HAVE ALL THE PRIVACY YOU WANT.

I'LL JUST FINISH UP WITH A FEW LAST MINUTE DETAILS, AND BE ON MY WAY.

twaKAM

I'VE GOT TO GIVE YOU CREDIT, DOC. THIS FAKE HERO SCENARIO WAS A STROKE OF GENIUS.

MIGHT HAVE WORKED, TOO.

IF NOT FOR YOURS TRULY.

5:22

OH, NO! THIS DETONATOR'S A LOT MORE COMPLICATED THAN I THOUGHT. I HAVE TO KEY IN A SERIES OF NUMBERS IN JUST THE RIGHT ORDER, AND THAT'LL TAKE TIME---

--TIME THAT I JUST DON'T HAVE!

KWOOM

YOU GIVE YOURSELF TOO MUCH CREDIT, SPIDER-MAN.

I STILL BELIEVE I'LL *SUCCEED!*

?!?

HA! SCRATCH ANOTHER BADDIE!

THE *RHINO* WAS NEVER THE BRIGHTEST CANDLE ON THE CAKE--

--BUT EVEN *HE* SHOULD HAVE KNOWN HE COULDN'T BREATHE WITHOUT *AIR.*

EVERY-THING'S FALLING APART!

GREGARI'S DEAD. BOOMERANG AND RHINO ARE DOWN-- AND WHO KNOWS WHAT HAPPENED TO HYDRO-MAN AND SPEED DEMON!?

I CAN'T BELIEVE THEY USED TO CALL DOC OCK THE MASTER PLANNER.

I'M *SOOOO* GLAD I'M PREPARED--!

HEYYYY!

WHO'S FLYING THE BLASTED 'COPTER?

THAT WOULD BE ME-- *BY REMOTE CONTROL!*

YOU ALWAYS WAS A SNEAKY CUSS, BEETLE-- *FOR A COWARD AND A WUSS!*

SORRY, SANDMAN! I'M NOT GOING TO LET YOU BAIT ME.

I'D RATHER FLEE WITH MY TAIL BETWEEN MY LEGS--

--AND MY 'COPTER FULL OF CASH!

SNAP SNAP SNAP

I DON'T THINK YOU APPRECIATE THE FINER POINTS OF MY PLAN, SPIDER-MAN.

THE PEOPLE OF BELGRIUN BELIEVE THE *SINISTER SYNDICATE* ARE HEROES, AND WILL NEVER BLAME THEM FOR THIS THEFT.

DOC! *DOC!* WE'VE GOT TO EXIT REAL SOON--

--OR WE'LL GET CAUGHT WHEN THIS CASTLE GOES KA-BLUIE!

YES, YES, I SUPPOSE YOU'RE RIGHT...

...BUT I WANT SPIDER-MAN TO DIE WITH THE KNOWLEDGE THAT HE'S *RESPONSIBLE* FOR THIS ROBBERY.

ME--?!

*ONE OF THE MAJOR ADVANTAGES OF HAVING SPIDER-LIKE POWERS IS THAT I CAN **STICK** TO ANY SURFACE--*

--AND THAT COMES IN REAL HANDY AT TIMES!

I'M AS GUILT-RIDDEN AS THE NEXT GUY-- CURRENT COMPANY EXCLUDED--BUT YOU CAN'T PIN THIS FIASCO ON ME!

CLAM

CAN'T I--?!

DOC! I HATE TO DITCH YOU--

--BUT THE CHARGES ARE SET TO *BLOW!*

SEE YA!

UHHHH... MAYBE WE SHOULD CONTINUE THIS DISCUSSION *OUTSIDE?*

SECRET HIDEOUTS, ARMIES OF HENCHMEN AND POWERFUL *SUPER-WEAPONS*--THEY ALL REQUIRE SIGNIFICANT EXPENDITURES!

THAT'S *WHY* I'M FORCED TO DESIGN SCENARIOS LIKE THIS!

I NEED THE MONEY SO THAT I CAN CONTINUE MY WAR AGAINST *YOU!*

YOU!

YOU!

KWAKA

TWOOM

OH, NO!

THE CHARGES ARE TAKING OUT THE SUPPORT BEAMS!

THE ENTIRE CASTLE'S COMING DOWN!

STOP *FLAILING* YOUR ARMS, DOC!

I CAN'T GET CLOSE ENOUGH TO *SAVE* YOU!

Y-YOU THINK *DOCTOR OCTOPUS* WILL ACCEPT HELP FROM *YOU?*

I'D RATHER DIE, SPIDER-MAN!

I'D RATHER DIE!

PWOOM!

KWAK

BWTOKK

M-MY CASTLE--!

MY BEAUTIFUL CASTLE--!

YO, BOSS-LADY! MUCH AS I HATE T'BRING THIS UP RIGHT NOW--*THE BEETLE'S STILL MAKIN' OFF WITH THE SWAG!*

IS HE?

THAT'S JUST THE KIND OF LOOSE END THAT CAN TARNISH AN OTHERWISE SPOTLESS REPUTATION.

SNNK

KLAK

KLIKKT

KAA-VFFT

IN MY BUSINESS, REPUTATION IS *EVERYTHING!*

KWABLAM!

GREAT!

THIS IS JUST *GREAT!*

TIMES LIKE THESE MAKE A MAN REVIEW HIS CAREER CHOICES.

I'VE *REALLLLLLLY* GOTTA FIND A NEW GIG!

<LOOK! IT'S RAINING GOLD AND JEWELS!>

<A FAREWELL GIFT FROM THE *BEETLE!*>

<HE IS A TRUE *HERO* OF THE PEOPLE!>

THOSE PEOPLE BETTER DUCK. SOME OF THE STUFF LOOKS KIND'A HEAVY.

THEY'LL GLADLY PUT UP WITH A FEW MINOR INJURIES TO ESCAPE POVERTY.

WHERE'S DOCTOR OCTOPUS?

H-HE... DIDN'T MAKE IT.

WHO CARES ABOUT THAT *MADMAN?*

EVEN IF I DO MANAGE TO RECLAIM MY THRONE, I'LL NEVER RECOVER MY *WEALTH--*

--AND MY CASTLE IS IN *RUINS!*

WHAT KIND OF HEROES ARE YOU?

GOOD QUESTION.

SIGH

YOU GUYS EVER WONDER WHY WE EVEN BOTHER?

NOPE.

NEVER!

'CAUSE YOU ALWAYS GET PAID IN ADVANCE?

THAT'S *ONE* REASON...

BUT I HAVE *OTHERS!*

THE END... FOR NOW!

THE AMAZING SPIDER-MAN IN The DATE

STORY: "MARVELOUS" **MARC ANDREYCO**
ART: "JAZZY" **JILL THOMPSON**
LETTERS: **MIKE** "MAGIC RUB" **HIGGINS**
EDITOR: "JOLTIN" **JOE ANDREANI**

THEN LET ME HELP YOU RELAX! IT'S FRIDAY AND WE WANT TO KNOW IF YOU'D LIKE TO GET AN EGG CREAM WITH US AT "BIG AL'S".

WHO'S "WE"?

YOU KNOW, THE GANG.

SUDDENLY, IT'S "BE NICE TO DRIPS" WEEK. C'MON, LIZ!

AND I'M SURE IT WAS FLASH'S IDEA, TOO. SORRY, I CAN'T.

ARE YOU SURE?

Uh-huh. I...

... I'VE GOT A DATE!

WHERE'D FOUR-EYES GO?

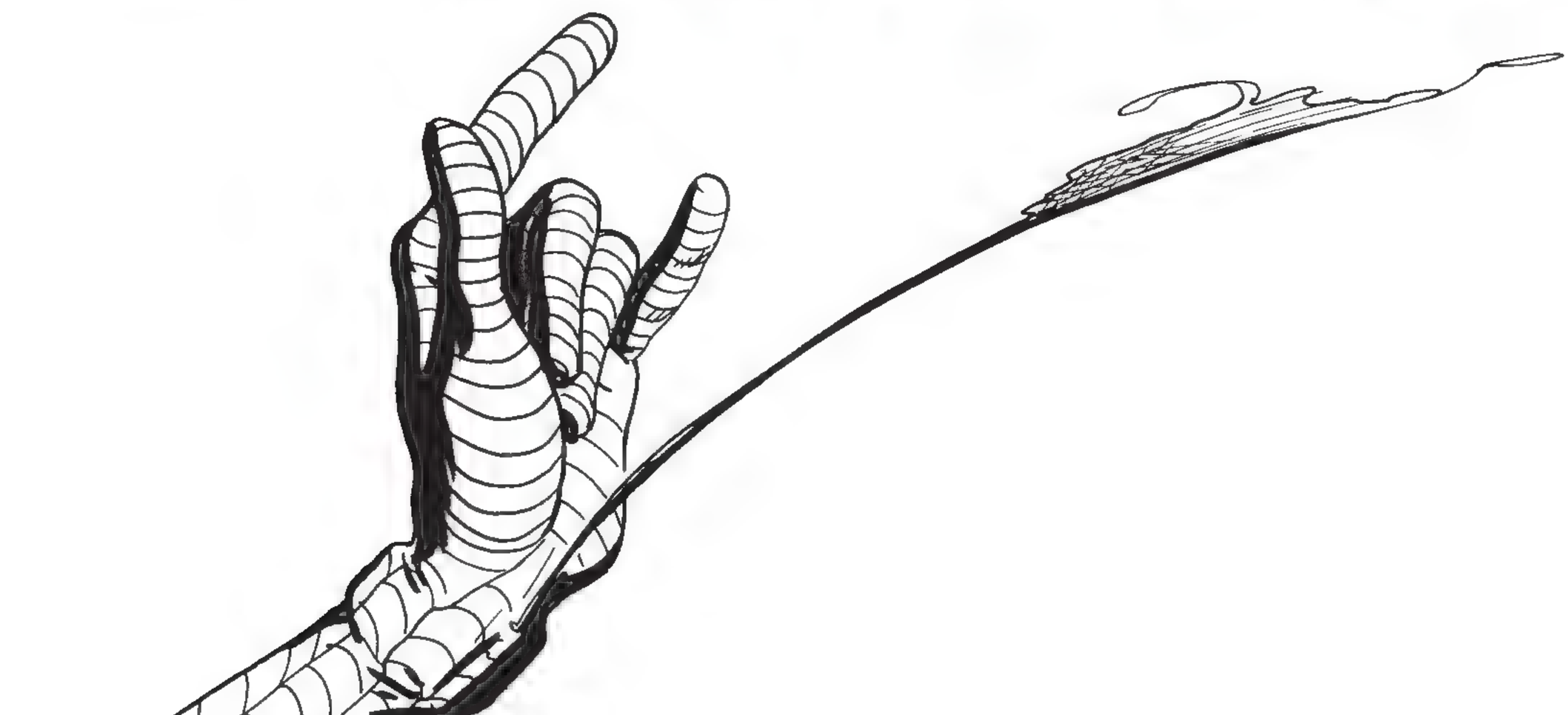
HE SAID HE HAD A DATE!

YEAH, WITH HIS GEEK ADVISOR! HAHAHA!!

TEE-HEE!

I HATE TO GIVE LIZ THE BUM'S RUSH LIKE THAT, BUT I CAN'T BE LATE! GEEZ, I'M SURE THAT WAS MY ONLY CHANCE AT HANGING OUT WITH THE IN-CROWD, TOO! BUT I CAN'T WORRY ABOUT THAT NOW.

BESIDES, WHO NEEDS TO WORRY ABOUT HIGH SCHOOL WHEN THEY CAN DO...



... THIS...

VISITORS
HOME
MIDTOWN

WOW! THIS REALLY CLEARS OUT THE COBWEBS!

Uh-Oh! DOES THE CRIMINAL UNDER-WORLD KNOW I HAVE A PRESSING ENGAGEMENT?

HEY! THAT'S SOMEONE'S GRANDMA, BUDDY!

THANKS FOR THE BAG, YA OLD BAG!

ARE YOU OKAY, MA'AM?

I-I THINK SO, BUT THAT AWFUL MAN STOLE MY PURSE! AND MY SOCIAL SECURITY CHECK WAS IN THERE!

FWIP! FWIP!

DON'T YOU WORRY, MA'AM. I'LL TAKE CARE OF IT!

=PANT= =PANT=
GREAT: OF ALL THE MUGGINGS IN THIS TOWN THAT WEB-HEADED MORON HAS TO SEE MINE!

YOU RANG?

I'M NOT AFRAID TA USE THIS!
AND YOU'RE NOT AFRAID TO ROB OLD LADIES EITHER! AREN'T YOU BRAVE?

SAY GOODNIGHT, GRACIE!
POP!

THERE YOU GO, MA'AM. THE POLICE SHOULD BE HERE ANY MOMENT.
THANK YOU SO MUCH, SPIDER-MAN! I'LL NEVER BELIEVE A WORD THAT J. JONAH JAMESON WRITES ABOUT YOU AGAIN.

THANKS!
SUCH A NICE BOY!

WOW! I AM SO LATE! NOW REPEAT AFTER ME, SPIDEY...

"I WILL NOT STOP AGAIN, I WILL NOT STOP AGAIN..."

Aww, NUTS! NOT AGAIN! WHERE'S THE FF WHEN YOU NEED 'EM?

SAVINGS AND LOAN

HOME MORTGAGES FINANCING AVAILABLE FIRST TIME BUYERS WELCOME

SAVINGS OPEN AN ACCOUNT WITH US TODAY!

CHECKING OPEN A NEW ACCOUNT GET A TOASTER

1ST AMERICAN SAVINGS BANK

IT LOOKS LIKE NEW YORK'S FINEST HAVE EVERYTHING UNDER CONTROL. GOOD! "I WILL NOT STOP..."

WHAT AM I THINKING?

"With Great Power Comes Great Responsibility..."

I'M NOT GIVIN' UP WITHOUT A FIGHT, COPPERS! NO ONE CAN STOP THE RAMPAGIN' RHINO!

NO ONE?

EXIT

!?

WHO DO YOU THINK, LUNKHEAD?

I THOUGHT RHINOS NEVER FORGET. OH, WAITAMINUTE, THAT'S ELEPHANTS! RHINOS ARE JUST PLAIN DUMB!

HUNH?

YOU!

AWW, YOU DO REMEMBER!

I'M GONNA CRUSH YOU!

OLE, TORO!

HEY, THIS IS JUST LIKE RIDING A HORSE!

YEE-HAA!! NEXT STOP, THE RIKER'S ISLAND DUDE RANCH!

GET OFFA ME!

AS MUCH AS I'D LIKE TO PLAY SOME MORE, TO QUOTE THE MARCH HARE, "I'M LATE, I'M LATE...

"...FOR A VERY IMPORTANT DATE!"

SNAP

MY HORN!!!

WHAT DIDJA DO TO ME?!?

JUST DOING MY CIVIC DUTY!

ONE HOG-TIED RHINO READY FOR PICK-UP!

THANKS, SPIDEY!

I AM...

...IN SO...

...MUCH...

...TROUBLE! OH, HI, AUNT MAY! I'M SO SORRY I'M LATE...

DON'T WORRY, DEAR. ALL THAT MATTERS IS YOU'RE HERE NOW GO CHANGE AND WE'LL BE OFF!

AUNT MAY...

YOU'RE THE GREATEST!

KISS!

I MISS HIM SO MUCH, AUNT MAY.

AS DO I, PETER. BUT YOUR UNCLE WATCHES OVER US NOW.

FOREST LAWN CEMETERY

BENJAMIN PARKER
beloved husband
dear uncle

SHIPSON
Beloved Patriot Son

BENJAMIN PARK
belove
de

AND I'M CERTAIN WHEREVER HE IS, BEN IS PROUD TO BE THE UNCLE OF PETER PARKER.

THE END

MARC ANDREYKO

Recently, Marc Andreyko's name has mostly been associated with Marvel's Sorcerer Supreme, Dr. Strange. He did the acclaimed "What is It That Disturbs You, Stephen" with Craig Russell. There are also talks of his current three–issue Dr. Strange project leading into an ongoing series. But, his work with the Master of the Mystic Arts is not his only foray into the world of supernatural comics. His creator–owned comic, The Lost, has been described by Andreyko as a "contemporary Peter Pan–like vampire story" and has generated a good buzz from both fans and creators alike.

In this story, Andreyko trades in the mystic for the mainstream and is given the chance to finally write one of the fictional heroes that most influenced his life. "I basically learned how to read from the SPIDER–MAN comics," says Andreyko. "Everyone has a fictional character that they're most fond of, whether it's Sherlock Holmes or Tarzan, but mine was Spider–Man. Let's face it, every insecure teenager would love to put on a mask and be both witty and heroic."

Andreyko also feels that this story is careful to pay homage to the Spider–Man mythology. "I've always felt that Spidey was a hero who constantly put everyone else before himself, so I've represented that here. Spidey's motto has long been "With great power comes great responsibility," and that certainly applies to this story"

JILL THOMPSON

Although comic books are a male–dominated industry, women with the talent of Jill Thompson can still shine. "For me, being a woman in this business has never been a problem. If your work is good enough, you'll get a job, whoever you are," says Thompson, who feels that the hiring of women is the least of the industry's problems. "There should be more diversity in comics. Today, the comics that are aimed at kids are all the same... they're all so politically correct that they're not even fun anymore. That's why I did the Scary Godmother for Sirius. I wanted to put that feeling back into comics. I put it in a children's book format so I guess I tricked everyone who hates comics."

One "fun" project Thompson has done involves this tale of the Amazing Spider–Man. "It's the first Marvel super hero stuff I've done and it's the best super hero stuff I've done, period. I've waited 15 years to draw Spidey. As a matter of fact, if you look through my high school year book, it's wall to wall with my Spidey drawings. But what I'm really jazzed about is Marc's story, especially since it includes my favorite villain, the Rhino. It was also the era I wanted to draw Spidey in, that innocent time for Spidey when he just started out."

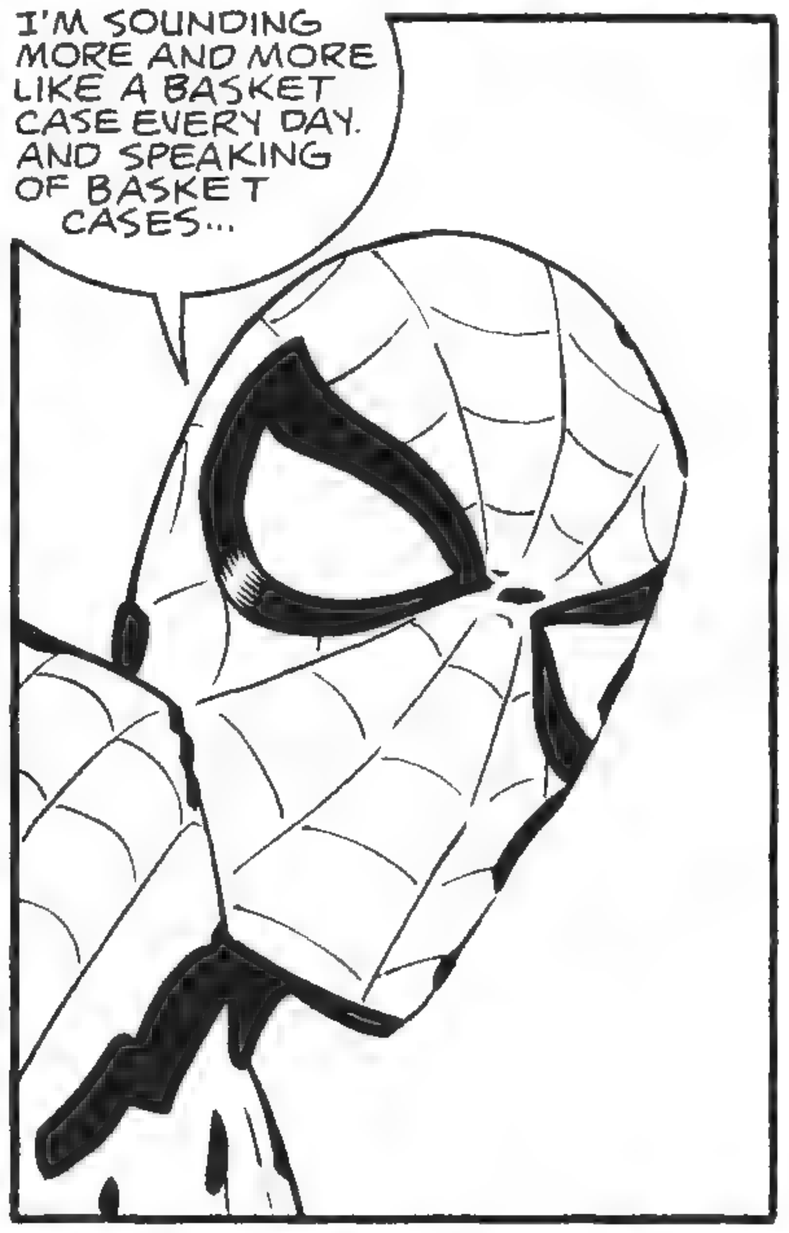
Thompson is quite fond of the black & white format, as well. "A lot of people tell me that they like my comics before they become comics. There's just something about plain old black & white, without the coloring effects. That's why Batman Black & White was so successful, and why SHADOWS AND LIGHT will be one of the books everyone wants to do."

FOUL TIP

INKS
ANDY SMITH
LETTERING
JOHN WORKMAN

A DESERTED WAREHOUSE DISTRICT. IT'S ALWAYS A DESERTED WARE-HOUSE DISTRICT. TALK ABOUT STRAIGHT OUT OF "EVIL-DOING FOR DUMMIES." CHAPTER ONE...
"...SETTING THE PROPER TONE FOR YOUR VILLAINOUS ENDEAVOR IS ALL-IMPORTANT IF YOU WISH TO STAND OUT IN TODAY'S CROWDED EVIL-DOER MARKET.
"THE ABANDONED WAREHOUSE IS A MUST FOR THAT SOUGHT-AFTER MENACING AMBIANCE..."

IT'S GOT TO BE SOME KIND OF A TIME-SHARE DEAL. "SECOND WEEKEND IN MARCH? THAT WOULD BE HYDRA IN WARE-HOUSE II."
SHEESH... WILL YOU LISTEN TO ME GO ON.


I'M SOUNDING MORE AND MORE LIKE A BASKET CASE EVERY DAY. AND SPEAKING OF BASKET CASES...

...LET'S SEE IF THAT INFORMANT WAS WORTH THE SCARE I THREW INTO HIM.

BINGO!

"AIM* GOONS. GUESS IT WAS ONLY A MATTER OF TIME BEFORE THE DOC HOOKED UP WITH ***THIS*** CREW. MUST BE GOING THROUGH ANOTHER ONE OF HIS MASTER-PLANNER PHASES.

"WHAT A SET-UP. ***TRES*** RETRO. GUESS NOBODY BOTHERED TELLING THEM THAT MINIATURIZATION IS ALL THE RAGE THESE DAYS."

*ADVANCED IDEA MECHANICS. AND NO, WE DON'T KNOW WHAT IT MEANS, EITHER.

AWFUL UNWIELDY. WHAT IF WE HAVE TO MOVE IT?

FOR THE *LAST TIME*...WE BUILD TO THE *CLIENT'S* SPECS! THE CLIENT WANTS IT BIG, WE *BUILD* IT BIG!

CHECK OUT THE BEEKEEPER BONNETS. LOOKS LIKE A JOB FOR THE FASHION POLICE.

IF JOLLY JONAH DECIDES TO PASS ON THESE PICS, MAYBE I CAN SELL THEM TO MR. BLACKWELL FOR HIS WORST-DRESSED LIST.

SMILE FOR THE CAMERA, GENTS. IT'S *SHOW* TIME!

SO, HOW'D YOU MAKE OUT LAST NIGHT?

NADA. CHICKS JUST AREN'T INTO BRAINY GUYS. KNOW WHAT I MEAN?

CH-K-K CHK

...?

BEEN THERE.

THRUNCH!

A SURPRISE PARTY? FOR *ME?* YOU *SHOULDN'T* HAVE!

SPIDER-MAN!

SPIDER-MAN!

SPIDER-MAN!

SPIDER-MAN!

POTAM!

IT'S *UNANIMOUS!*

GET HIM! HE'S ONLY ONE GUY!

NOT TO THE CROSS-EYED.

GET IT? CROSS-EYED? DOUBLE VISION?

KLOP!

OKAY, I CAN SEE I'M GOING TO HAVE TO TAKE IT DOWN A NOTCH FOR THIS CROWD.

TAKE *HIM* DOWN!

WAY AHEAD OF YOU!

KUDOP-KUDOP

TSK...STILL MEASURING YOUR MANHOOD BY CALIBER?

th-pp th-pp

VP!

VP!

VP! VP!

V-P-I-N-G-G!

I SHOULD WARN YOU, THAT'S PROVEN TO BE *EXTREMELY* INACCURATE.

@#*%#% MISCREANT!

KUD!

KRAK!

NOW *THAT* WAS UNCALLED FOR!

KUMP!

LAUGH *THIS* OFF, HE-RO!

ANYONE EVER TELL YOU YOU THROW LIKE A GIRL?

WHRAKKA-BO-OOM!

OH, NO! YOU KILLED KENNY! YOU...

T-ZAAK! WHRAK!

OKAY... NOT FANS OF SOUTH PARK.

AND THIS WOULD BE...?

INTERFERING PEST! LET'S SEE HOW WELL YOU FARE AGAINST OUR ENHANCED AIM 240, GAMMA IMPULSE-DRIVEN, BETA MODEL CYBER-SENTINEL!

HEY-HEY! GETTING AWFULLY FAMILIAR WITH THOSE HANDS!

SM-MAK!

WH...UGH... GOOD ONE!

SEEING YOU'RE IN THE MOOD, COULD YOU BLOW THIS UP?

ZOF!

AND THIS OVER HERE?

AND THIS?

I KNOW... WE'LL BE AT IT FOREVER AT THIS RATE!

T-CHAK!

HERE'S AN IDEA: WHY DON'T WE TRY FOR A CHAIN REACTION? YOU GAME?

YOU'RE TOO GOOD TO ME.

THWOOM!

NO-OOOOoooooo!

RAK-AKKA-AKKA-WHU-RAKKA!

AHHH... AH, GOD! N-NO MORE... NO MORE!

WORKS FOR ME. JUST POINT ME IN DOC OCK'S DIRECTION, AND I'LL BE ON MY WAY.

WH-WHO?

BZZZ! WRONG ANSWER! WE CAN GO A FEW MORE ROUNDS IF YOU'D LIKE?

TH-DUM

DOC OCK! *NOW!* YOU KNOW, THE GUY WITH THE EXTRA ARMS?

I...I-I-I DON'T KNOW WHAT YOU...

WE... WE'RE CONTRACTED TO V-VIPER. I...WE DON'T KNOW THIS...OCK PERSON...

...

ISN'T THIS 346 MERCER?

3...348. 346 IS ACROSS THE ...*UM*...

...

...

OH.

LIKE IT WOULD KILL YOU GUYS TO POST NUMBERS.

LIKE IT WOULD KILL YOU TO INVEST IN A MAP.

I BET THIS NEVER HAPPENS TO HYDRA.

"The odds of the bread falling with the buttered side down is directly proportional to the cost of the carpet."
-ANONYMOUS

KEITH GIFFEN

When Keith Giffen is asked to sum up his life to date, he often gives this simple response: Born, draws comics, wishes he was dead. It is humor such as this that has endeared Giffen to readers with creations like Lobo, Rocket Raccoon and Lunatik. "Fans know what to expect from me," says Giffen. "I'm pretty much a tongue-in-cheek guy. So, if you want grim and gritty, go someplace else".

Giffen continues to bring his unique brand of humor to all his stories, including this offbeat tale involving one of his personal favorites, the Amazing Spider-Man. "Spider-Man stories should be fun, especially the fight scenes, which should be downright wacky. What I always liked about Spider-Man is that he used his brains to defeat villains without anyone even realizing it. He would not only fight the bad guys, but also try to trick them at the same time. He'd use all sorts of wisecracks which would rattle the villains and cause them to make mistakes and slip up. He basically got them to beat themselves."

Giffen is known as someone who does not necessarily follow the comic book rules, so naturally he enjoys working in SHADOWS & LIGHT's different black and white format. "What I love about black and white is that it's pure and it's honest. There're no excuses, what's there is there. If you screw up, it's there for all the world to see. No fancy coloring to save you this time, folks!"

SPINNING TALES

MARVEL CATALOG: NOVEMBER 1998 ARTICLE EXCERPT BY MATTHEW BRADY

November sees the debut of *Webspinners: Tales of Spider-Man*, a brand new monthly title. In Webspinners, the stories will be told in arcs, each highlighting a period of Spidey's past, and each written and drawn by a different creative team.

The first arc, spotlighting Mysterio, is written by J.M. DeMatteis with art by Michael Zulli. According to DeMatteis, getting the concept of *Webspinners* was easy to understand — getting going with the writing wasn't. "The only way I could see doing a book like *Webspinners* is if we used a narrative hook to give the stories new depth," DeMatteis says. "By that token, the stories will be narrated by the adult Peter Parker looking back on his earlier adventures. By doing it this way, we give a whole new perspective and emotional layering to the stories, and it makes the writing of them much more interesting storytelling."

The DeMatteis/Zulli arc promises to explore, in traditional DeMatteis fashion, the inner workings of Spidey and Mysterio, attempting to answer the questions of why they do what they do. "The story takes place at the end of the Ditko issues," DeMatteis says. "Peter's truly a lonely, friendless nerd, and by and large, so is Mysterio. It really boils down to the story of two nerdy guys whose only outlet for the frustrations they face is putting on costumes and trying to get the better of each other."

Also in *Webspinners #1* is a 10-page backup written by DeMatteis and drawn by John Romita Sr., telling the story of Peter's last date with Gwen Stacy, as remembered by the present-day Peter. "When it happened, it was just a casual date," DeMatteis says. "But now, as Peter looks back on it, everything has meaning, and it's filled with emotion and significance that he can only now appreciate. And of course, it's more than a thrill to have John Sr. penciling the story, giving it an authentic feel of the time we're trying to recapture."

KEITH GIFFEN SPINS HIS OWN WEB

MARVEL CATALOG: FEBRUARY 1999 ARTICLE BY MICHAEL DORAN

Webspinners: Tales of Spider-Man continues on its mission to give readers new tales by all-star creators set in Spider-Man's storied past. Issue #4 kicks off the new title's second story arc, a three-issue tale by writer Eric Stephenson and artist Keith Giffen that not only delves into the wall-crawler's history, but also addresses some long unanswered questions involving the Silver Surfer as well.

"The story picks up on something that has been somewhat of a conundrum in the Marvel Universe for some time," explained *Webspinners* editor Ralph Macchio. "Which is — what happened immediately after the end of issue #18 (1970) of the first *Silver Surfer* series. In that issue (the series' last), it looked like the Surfer, frustrated about the violent nature of mankind, was going to go on a rampage against humanity. But then the next time we saw him (in *Sub-Mariner #34*), he had either burned himself out, or found religion or something. Either way, he was no longer on a rampage, and it wasn't explained. So Eric Stephenson and Keith Giffen came up with the idea that there was an untold story in there, and it involves an encounter with Spider-Man in New York City…an encounter that also involves Psycho-Man, a villain who controls emotions."

"This resolves all that stuff about the rage he was feeling against mankind," concluded Macchio. "It always bothered me a little bit that we kind of left everything hanging, with that last great page Jack Kirby drew of the Surfer's head, angry and ready to kick some butt. But it never happened, and now we get to find out why."

WEBSPINNERS #17'S LETTERS PAGE LISTED THE SOURCES AND CREATORS OF THE CLASSIC PANELS USED IN ISSUE #12:

Pages 10 & 12-14: *Amazing Spider-Man #90*
Stan Lee/Gil Kane

Page 16: *Spectacular Spider-Man #200*
J.M. DeMatteis/Sal Buscema

Page 16: *Amazing Spider-Man #294*
J.M. DeMatteis/Mike Zeck

Page 16: *Amazing Spider-Man #122*
Gerry Conway/Gil Kane

Page 17: *Spider-Man #75*
Howard Mackie/John Romita Jr.

Pages 19-22 & 24: *Amazing Spider-Man #121*
Gerry Conway/Gil Kane

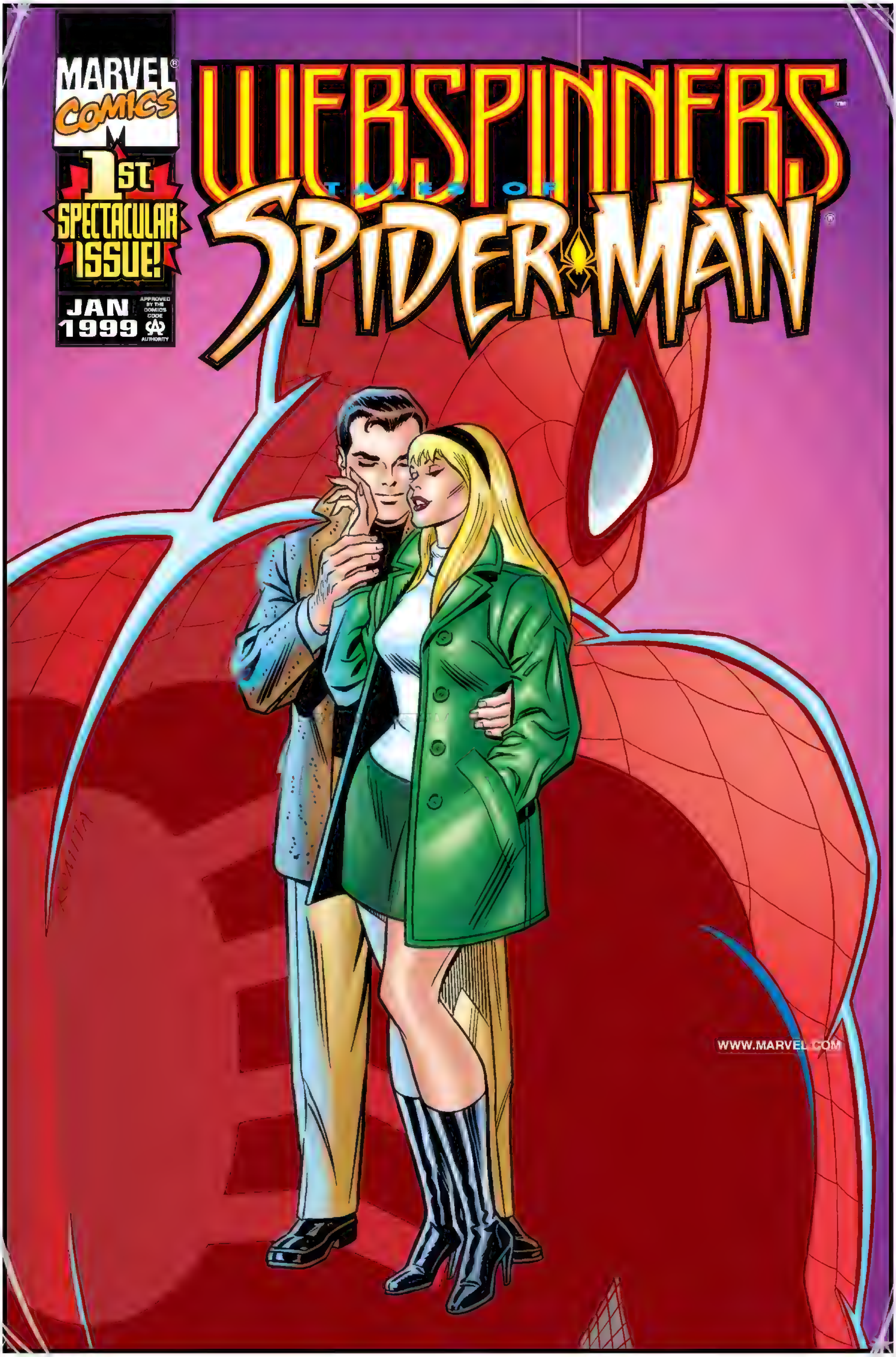
Pages 24 & 27: *Amazing Fantasy #15*
Stan Lee/Steve Ditko

Page 25: *Amazing Spider-Man #19*
Stan Lee/Steve Ditko

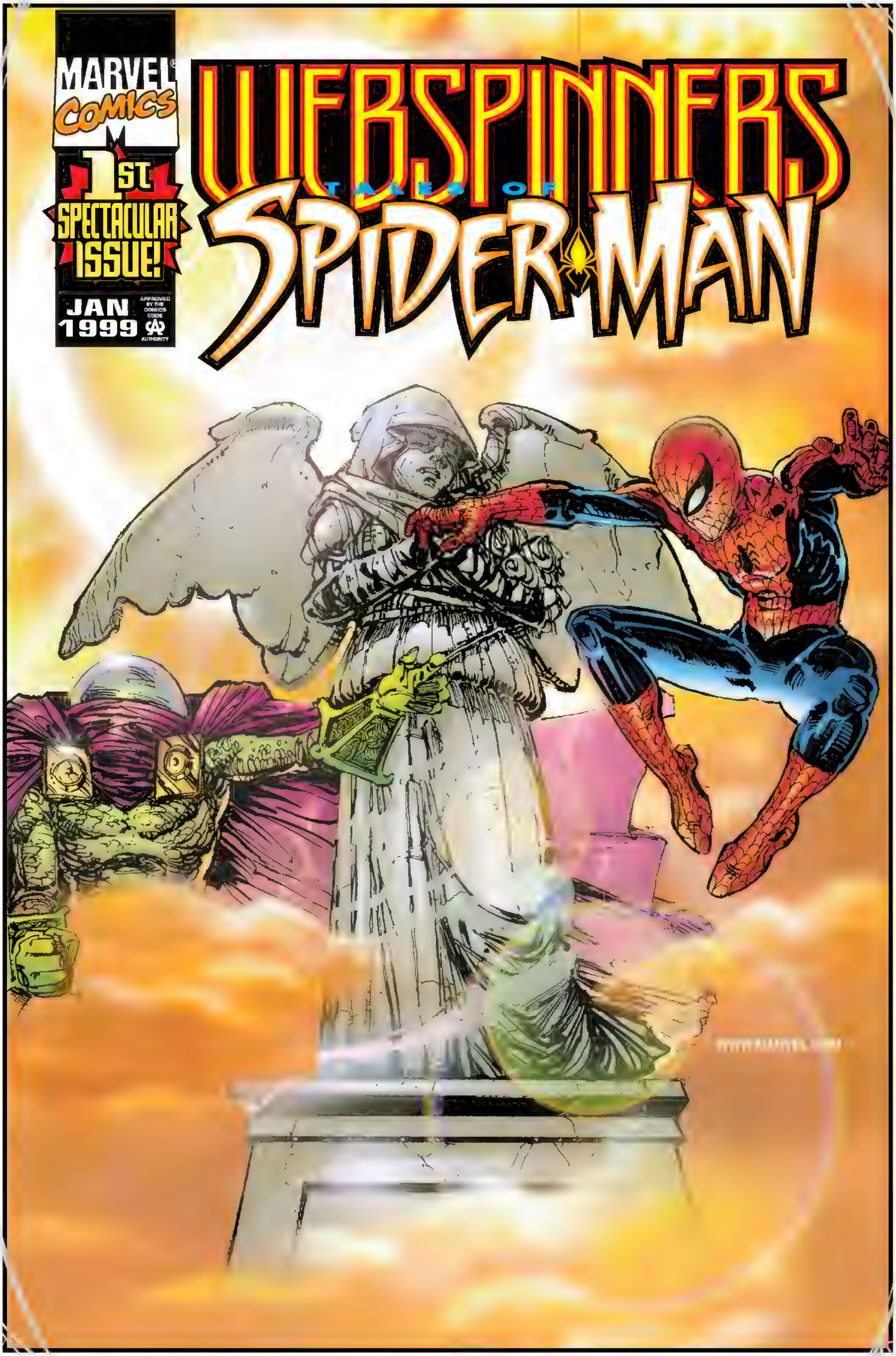
Page 32: *Amazing Spider-Man #17 and #12*
Stan Lee/Steve Ditko

Page 33: *Amazing Spider-Man Annual #1*
Amazing Spider-Man #3, #4 and *#14*
Stan Lee/Steve Ditko

Peter Parker: Spider-Man Vol. 1 *A Day in the Life TPB* included *Webspinners #10-12.*
Its cover art was a recolored version of issue #12's cover.



Webspinners #1 variant by **JOHN ROMITA SR.**



Webspinners #1 sunburst variant by **MICHAEL ZULLI**

Webspinners #2 variant by **STEVE RUDE**

Webspinners #4 unused cover by **KEITH GIFFEN** & **ANDY SMITH**

Webspinners #1 variant cover art by **JOHN ROMITA SR.**

Webspinners #2 , page 14 art by **MICHAEL ZULLI**

Webspinners #12 , page 15 art by
J.G. JONES & **JIMMY PALMIOTTI**

Webspinners #18, page 1 art by
RON FRENZ & **BOB McLEOD**

Courtesy of HeritageAuctions.com

A HOST OF COMIC-BOOK TALENTS SPIN YARNS ACROSS THE WEB OF SPIDEY HISTORY!

Dive deep inside the goldfish bowl for a look at the early motivations of Mysterio! Solve the decades-old mystery of why the Silver Surfer abandoned his plan to attack mankind! Head back to Midtown High's senior prom with ladies' man Peter Parker — but who invited the Sandman? Chameleon spirals out of control, Vulture plots the perfect crime and a black-suited Spider-Man joins Silver Sable on a mission of international intrigue! And there are no positives to a trip to the Negative Zone — particularly when Cletus Kasady is along for the ride, and Blastaar the Living Bomb-Burst is the welcoming party! Plus: Two rarely seen black-and-white tales!

Collecting ***Webspinners: Tales of Spider-Man #1-18*** and material from ***Shadows & Light (1998) #2-3*** — written by J.M. DeMatteis, Eric Stephenson, Joe Kelly, Paul Jenkins, Howard Mackie, Rurik Tyler, Tom DeFalco, Ron Frenz, Marc Andreyko and Keith Giffen; and illustrated by Michael Zulli, John Romita Sr., Giffen, Andy Smith, Bart Sears, Sean Phillips, J.G. Jones, Graham Nolan, Tyler, Frenz and Jill Thompson.

T

MARVEL

ZONE